

## BRIEFING NOTE

**TO:** Board of Directors

**FROM:** Governance Committee

**DATE:** October 5 and 6, 2020

**SUBJECT:** Board Policy Development Policy 4-24

☒ For Decision

☐ For Information

☐ Monitoring Report

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### Purpose:

To consider the Board Policy Development Policy 4-24 being proposed by the Governance Committee

### Background:

One of the College's primary functions is to develop governance policies in accordance with its governance role and mandate under provincial legislation.

The Policy Governance Manual is one of the Board's vital tools for effective governance at the College. It is the responsibility of the Board to develop, approve, update and evaluate the success of implementing its governing policies.

The purpose of the Board Policy Development Policy 4-24 is to codify a process for developing, approving, updating and evaluating the success of governance policies.

### For Consideration:

The Board Policy Development Policy 4-24 is attached as **APPENDIX A**. If adopted, the policy will commit the Board to a process for reviewing governance policies that pertain to governance process and board-staff relationships on an ongoing basis. Part of this process would include the Board directly monitoring certain policies in greater detail.

**APPENDIX B** is a schedule of eight policies that are considered important for the Board to monitor and evaluate directly. It is recommended that the Board evaluate one governance process policy per Board meeting over a two-year period starting in 2021. Each policy could be assigned to a director who would be responsible for completing it and presenting it to the Board. COO staff would be available to provide the director with supporting information, as needed. Staff will also create worksheets that the director would use to complete their review. A proposed self-monitoring schedule from January 2021 to December 2022 is included as **APPENDIX C**.

Copies of each of eight policies identified are appended as **APPENDIX D**.

*Rationale for engaging in this type of monitoring activity include:*

1. The Board should always look internally to show that the status quo is not an option by being proactive leaders in improving their self-monitoring, while ensuring their goal of having the public interest at heart.
2. Self-evaluation should always be able to stand up to public scrutiny as public perception is the test of growth and how well an organization is doing its job.
3. Just as the Board requires the Registrar, CEO to self-monitor its policies, it should also take ownership of its own policies within the Policy Governance Manual to ensure that they are doing their utmost to be transparent with each other and to the public at large.

*Challenges that may occur include:*

1. Some monitoring reports will be brief while others may require extensive research and time—it is estimated that the reports would take approximately 30 minutes to an hour to prepare.
2. This is a new task that the Board has never had to do before and will require orientation and training, as well as a time commitment from individual Board members.
3. Term limits, workload and the size of the project may affect how the Board creates a workable schedule.
4. Spreading out the policies over a longer period of time may result in the Board not achieving its goal of regular monitoring.
5. Although staff is available to assist, the monitoring report will be the responsibility of the director.

**Public Interest Considerations:**

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.

**Recommendations:**

That the Board approve the Board Policy Development Policy 4-24 including Section 8b as recommended by the Governance Committee.



**POLICY TYPE: GOVERNANCE PROCESS**

## 4-24 Board Policy Development Policy

**BACKGROUND**

The College of Opticians of Ontario (COO) recognizes that one of its primary functions is to develop governance policies in accordance with its governance role and its mandate under provincial legislation.

**POLICY****1. General Principles**

- a. It is the responsibility of the Board to develop, approve, update and evaluate implementation of its governance policies.
- b. The set of policies contained in the Policy Governance Manual (the “Board Policies”) shall be kept current at all times such that the policies accurately reflect current Board policy thinking and direction and so the policies remain relevant and useful.
- c. This policy applies to Board Policies only. The Board recognizes that the Registrar, CEO is delegated the responsibility of developing administrative policies and procedures to interpret and implement Strategic Outcomes and Operational Boundaries Policies. The Registrar, CEO may develop, amend, update and approve all administrative policies without Board review or approval.

**2. Policy Categories**

- a. Board Policies are grouped into four categories.
  - i. Strategic Outcomes Policies: These policies provide direction to the COO’s strategic vision, mission, impact and results.
  - ii. Operational Boundaries Policies: These policies set out the Board’s risk boundaries for COO operations.
  - iii. Governance Process Policies: These policies define the governance approach and processes the Board will use.
  - iv. Board-Staff Relationship Policies: These policies clarify the Board’s relationship with the Registrar, CEO and COO staff.

**3. Policy Development**

- a. Any individual (including a Director, committee member, Registrar, CEO, staff or external advisor), the Board as a whole, or a committee may request a new Board Policy or modifications to an existing Board Policy.
- b. In evaluating the request, the Board will consider the following:
  - i. The need for the Board to provide governance direction through a Board Policy statement.
  - ii. Whether the policy aligns with COO values, vision, mission and Strategic Outcomes Policies.
  - iii. Strategic implications and risk.
  - iv. Impact to the public interest, registrants, staff and other stakeholders.
  - v. Feasibility of implementing the request.
- c. The Board may assign the task of developing or modifying a policy to an appropriate committee.

- d. The Registrar, CEO and/or a committee may engage in initial stakeholder consultation before presenting a proposed policy to a committee or to the Board (see Board Decision-Making Policy, 4-20).

#### **4. Policy Approval**

- a. Policies will be approved in accordance with the Board Decision-Making Policy, 4-20.

#### **5. Policy Implementation**

- a. Strategic Outcomes and Operational Boundaries Policies will be interpreted and implemented by the Registrar, CEO.
- b. Governance Process and Board-Staff Relationship Policies will be interpreted and implemented by the Board.

#### **6. Regular Policy Review**

- a. The Board recognizes that Board Policies need to be reviewed and updated/refreshed regularly to ensure they remain relevant and current.
- b. Each Board Policy, once approved, will include a frequency for review, which will not exceed at least once every 4 years.
- c. The process for reviewing Board Policies will be facilitated and supported by the Governance Committee with input from other committees as needed.
- d. The policy review schedule will be considered when the Board establishes its annual Strategic Agenda/Work Plan.
- e. In addition, the Board may review any of its policies at any time if it believes a review to be necessary.

#### **7. Policy Tracking and the Policy Governance Manual**

- a. All Board Policies will be recorded in the COO Policy Governance Manual (the "Manual").
- b. The Manual will be kept on the COO electronic portal where it will be available to all Directors and Committee Members.
- c. The Manual will be kept up to date by COO staff.
- d. Directors and Committee Members are encouraged to refer to the Manual for use at Board and Committee meetings.

#### **8. Policy Monitoring and Achievement Evaluation**

- a. The Board will receive scheduled monitoring reports from the Registrar, CEO on their interpretation and achievement of Strategic Outcomes Policies, and their interpretation and compliance with Operational Boundaries Policies.
- b. The Board will evaluate, based on a schedule set out in the Board Workplace, its achievement of the Governance Process and Board-Staff Relationship Policies.

Name of Policy	Rationale for Monitoring	Potential Challenges
Governance Approach Policy	To assess whether the Board is following its own declared governance approach and adhering to its commitments on things like board character, board culture, etc.	<ul style="list-style-type: none"> <li>Lengthy policy that would require the board member to engage in a significant amount of document review and analysis</li> </ul>
Board Terms of Reference	To assess whether the Board is performing the functions of a Board and working within the scope of their authority.	<ul style="list-style-type: none"> <li>Evaluating whether the Board is ensuring compliance with applicable laws, regulations and statutes, or whether the organization is effectively linking with stakeholders will require significant staff input</li> <li>This policy is partially duplicated in the Board's Self-Evaluation Assessment</li> </ul>
Role of Board Officers Policy	<p>To assess:</p> <ul style="list-style-type: none"> <li>whether the positions of Board chair and vice-chair are set out properly and have the proper scope to accomplish the Board's mandate.</li> <li>how the Board understands the role of its officers</li> <li>how the Board is supporting the role of its officers</li> <li>whether Board officers are acting within or outside their scope</li> </ul> <p>This has been identified by the consultant as an area of high risk.</p>	<ul style="list-style-type: none"> <li>It may be difficult to avoid this becoming an effective "job evaluation" of the chair, vice-chair or other officers</li> <li>It may be challenging or awkward for one board member to take responsibility for preparing this report</li> <li>It is unclear what evidence would be relied on to evaluate whether officers are acting within their scope, or whether the Board understands and/or supports the role of officers</li> </ul>
Board Annual Strategic Agenda/Workplan Policy	To assess whether the Board is driving its agenda and accomplishing its intended outcomes.	This report would be relatively straightforward.
Board Policy Development Policy	To assess whether the Board is complying with its commitment to	<ul style="list-style-type: none"> <li>Somewhat lengthy policy that would require a</li> </ul>

	develop, approve, update and evaluate policies in order to achieve its mandate.	<p>significant amount of work to evaluate the relevant evidence.</p> <ul style="list-style-type: none"> <li>The monitoring report could be limited to focusing on the Board's adherence to its annual workplan for developing, reviewing and updating policies.</li> </ul>
Board Monitoring System Policy	To assess whether the Board has monitored the performance of the Registrar in a timely fashion in accordance with the monitoring schedule.	This report would be relatively straightforward. Staff can provide copies of all the monitoring reports that were made by the Registrar to the Board during the review period in question.
Board Code of Conduct	To assess whether the Board is compliant with the Code of Conduct and espouses the values set out in that policy.	This will require a template in a different format than the others in order to monitor this policy.
Delegation to the Registrar, CEO Policy	<p>To assess whether:</p> <ul style="list-style-type: none"> <li>the Board is following its own rules regarding the boundaries that have been established between the Board and the Registrar.</li> <li>the Board is encroaching on the Registrar's authority</li> </ul>	<ul style="list-style-type: none"> <li>Some of the processes set out in this policy are already being monitored in other ways. For example, the question of whether the Registrar has developed adequate interpretations of the Board's policies is being monitored via the Registrar's performance evaluation as well as monitoring of the Board's achievement of strategic outcomes.</li> <li>Some of the processes set out in this policy overlap with other policies and may result in duplicate monitoring. For example, this policy requires the Board to set strategic outcomes and operational boundaries policies that will direct to the Registrar and set limitations on their authority.</li> </ul>

		<p>This is also dealt with in the Governance Approach Policy.</p> <ul style="list-style-type: none"> <li>• It is not clear what evidence would be used to assess whether the Board is encroaching on the Registrar's authority.</li> </ul>
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<b>Proposed Board Self-Monitoring Schedule January 2021 to December 2022</b>		
<b>Governance Policy</b>	<b>Date to be Reviewed</b>	<b>Director Assigned</b>
Board Monitoring System Policy 4-25	February 2021	
Board Annual Strategic Agenda/Workplan Policy 4-21	May 2021	
Role of Board Officers Policy 4-05	October 2021	
Board Policy Development Policy 4-24	December 2021	
Delegation to the Registrar Policy 3-03	February 2022	
Governance Approach Policy 4-01	May 2022	
Board Code of Conduct	October 2022	
Board Terms of Reference Policy 4-03	December 2022	

**POLICY TYPE: GOVERNANCE PROCESS****4-01 Governance Approach Policy**

The College of Opticians of Ontario Board (COO) governing style emphasizes an encouragement of diversity in viewpoints and collective decisions, is strategic and visionary, has clear distinction of Board and Registrar, CEO roles and employs the four “E’s” of effective governance.

**ACCOUNTABILITY**

The Board works on behalf of the public and the registrants of the COO to serve the public in Ontario.

The Board is the primary force pressing the College to be accountable to the public and leading the organization to achievement of its Strategic Outcomes Policies. The Board ensures that all business of the COO is conducted in a transparent, legal, and ethical manner.

In order to support accountability in governance, the Board commits to ensuring:

1. **Role Explanation** - 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 will be orientated as to their mandate and responsibilities. They will understand how they relate to the other entities within the organization.
3. **Role Evaluation** - Each entity within the organization will be accountable for their activities. They will report on what they have achieved 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 COO despite a clear explanation of their role, appropriate education, and evaluation of their participation, then there will be a means of enforcing the organization’s expectations.

**BOARD’S ROLE**

The Board, through example, will set a standard of excellence and integrity for the organization and ensure the COO’s Strategic Outcomes Policies are achieved within the Operational Boundaries limits. In order to carry out this role effectively, the Board is committed to functioning in a manner that will retain and enhance the confidence and trust of the public and its registrants.

**BOARD’S GOVERNING PRINCIPLES**

The Board’s governing approach will:

- Clearly distinguish between governance and management roles.
- Emphasize outward focus.
- Demonstrate commitment to community engagement.
- Encourage diverse perspectives.
- Promote collaborative, collective decision-making.
- Demonstrate forward thinking and strategic leadership.

The Board recognizes its role in serving its many stakeholders. The Board will operate in a manner that is mindful of its obligation to be accountable to the public, the Ontario Government, and to the COO registrants for competent, conscientious, and effective accomplishment of its obligations as a body.

As such, the Board will be an initiator of policy, not merely a reactor to staff initiatives. The Board is committed to persistent due diligence through monitoring policy implementation to support the work of the organization. Public interest is foremost; however, COO registrants' needs with regard to ensuring competent, ethical practice are also paramount.

The Board will use the Policy Governance system to guide its approach to governing COO, creating policy direction, monitoring and being accountable to the public.

### **BOARD EFFECTIVENESS**

The Board will enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, preparation for meetings, responding to requests for feedback and input on key issues, policy making principles, respect of roles, speaking with one voice, and ensuring the continuity of governance capability. The Board, not the staff, will be responsible for Board performance. The Board will ensure that it maintains a structure and process that will enhance its effectiveness. The Board is committed to evaluating performance, at least annually, in fulfilling its mandate and goals.

The Board's committee structure and membership will be reviewed on a regular basis. The Board will speak with one voice once Board decisions have been made.

A director will be in conflict of interest if a personal or business gain could result from membership on the Board.

Board ongoing development will include orientation of new directors in the Board's adopted governance process and periodic Board discussion of governance process improvement. The Board will allow no director, officer, individual or committee of the Board to hinder or be an excuse for not fulfilling their commitments.

### **INDIVIDUAL DIRECTOR ROLE**

Each director will assist the COO in achieving its mission and mandate. This responsibility will take clear precedence over any role an individual director may have to represent a particular group or perspective. The Board will use the expertise of individual directors to enhance the ability of the Board as a body, rather than to substitute their individual values for the Board's values. Directors will actively build their sector and industry awareness and will bring a knowledgeable and enthusiastic approach to the organization.

Individual directors have a responsibility to enhance their skills and knowledge related to the COO's mission and mandate, through director continuing education. The Board will ensure that a process is in place to facilitate their learning and to orientate new directors.

### **ROLE OF CHAIR**

The Chair of the Board will ensure that the Board fulfills its responsibility for the governance of the COO. The Chair will have a responsibility to see that the relationship between the Board and the Registrar, CEO is optimized.

The Chair is the spokesperson for the Board on governance matters and is the representative of record for representation of the Board to government and other related groups and boards.

**RELATIONSHIP WITH THE REGISTRAR, CEO**

The Board recognizes that its role is in governance, not management. One of the Board's most important obligations is to ensure the COO is a well-managed organization. The Board will achieve this by selecting, supporting, and measuring the performance of an effective Registrar, CEO, who will be the Chief Executive Officer of the organization. The relationship will be built on trust and respect. The Board's expectations of the Registrar, CEO will be outlined in the Registrar, CEO Position, Description Policy, 3-06. The Board will establish the desired, achievable results Strategic Outcomes Policies within the business environment and monitor the timely achievement of these results.

## POLICY TYPE: GOVERNANCE PROCESS

### 4-03 Board Terms of Reference

#### MANDATE

The Board exists to ensure the accountability of the COO to the Public of Ontario, the COO beneficiaries, on behalf of COO registrants. The Board is comprised of both professional and public directors in accordance with legislation.

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

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

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

#### POLICY DEVELOPMENT

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

- 1. Strategic Outcomes Policies (Impact, Public Benefit)**
  - a. Developing the organization's Strategic Outcomes Policies reflecting the values of the Ownership (registrants and the public).
  - b. Provide strategic direction and leadership to COO regulatory and governance committees and the Registrar, CEO through the Strategic Outcomes Policy direction.
  - c. Seeking out and developing an understanding of the current and future needs and issues related to what impact COO should be having.
  - d. Defining which needs are to be met, for whom and at what worth.
  - e. Contributing to decisions regarding the high-level financial plan ensuring sufficient resources are available to achieve the Strategic Outcomes Policies.
  - f. Influencing changes to the RHPA, the Opticianry Act, and other relevant legislation that may affect achievement of the Policies.
- 2. Governance Process Policies (Board's Job and Process)**
  - a. Determining its philosophy, principles, authority, responsibility and accountability, and the specifics of the Board's role.
  - b. Clarifying expectations for the Board and COO Code of Conduct, Confidentiality, and Conflict of Interest.
  - c. Specifying how the Board conceives, carries out and monitors its own work.
  - d. Establishing the structures and processes of the Board for effective functioning and decision making.
  - e. Establishing policy to educate, orientate, and develop effective directors and ensure excellent governance competencies.
  - f. Evaluating its own performance on a regular basis to enhance Board effectiveness.

- g. Ensure best-practice and informed governance includes enhancing director competencies, recruitment and selection, orientation, continuing professional development and succession planning are ongoing.
- h. Ensuring subordination of personal and professional interests for goods of the public in good faith.

### **3. Board/Registrar, CEO Delegation Policies (Board/Registrar, CEO Working Relationship)**

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

### **4. Operational Boundaries Policies (Means to Ends)**

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

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

## **MONITORING (ACCOUNTABILITY)**

The Board is responsible for ensuring the organization is fulfilling its mandate and achieving its Strategic Outcomes with responsible management of resources by:

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

### **Registrar, CEO Support**

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

- 1. Monitoring the Registrar, CEO's results through the Board Monitoring System Policy, 4-25(the desired results are outlined in the Strategic Outcomes Policies)
- 2. Being available to the Registrar, CEO to discuss and give input as requested by the Registrar, CEO.

## **LINKING WITH THE OWNERSHIP**

The Board is responsible for ensuring that the organization is effectively engaged with its stakeholders through effective linkages with registrants, the public of Ontario (our beneficiaries), and the organizations with whom we collaborate by:

1. Communicating regularly with the broader ownership regarding mandate, values, and Ends results.
2. Establishing and maintaining clearly defined relationships with the organizations with whom we work/collaborate.
3. 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 COO.

### **Composition**

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

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

The Board membership includes:

1. Chair – Professional or Public
2. Vice Chair – Professional or Public
3. Directors as set out in the By-laws

### **Term of Office**

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

### **Meeting Schedule and Attendance**

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

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

The Board 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 Board planning and/or orientation.

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

The following guidelines should be followed by all Directors:

- a) Directors unable to attend or anticipate being late should inform the Chair and Registrar & CEO in advance.
- b) In accordance with the COO By-laws, professional Directors shall be disqualified from the Board where they:

- i. Fail, without reasonable cause to attend two consecutive Board meetings or Fail, for any reason, to attend four consecutive Board meetings.

Public Directors missing two consecutive meetings of the Board without reasonable cause, or four consecutive meetings for any reason, shall be reported to the Public Appointments Unit of the Ministry of Health with a request to replace the Public Director.



## 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

### 4-21 Board Strategic Agenda / Workplan Policy

To accomplish its job products with a governance style consistent with Board policies, the Board will prepare and follow an Annual Integrated Board Strategic Agenda/Work Plan.

The Board is responsible for leading its own strategic governance goals and agenda as well as the agenda for regular Board meetings. The Board will discuss this plan at its December regular Board meeting for approval for the following year. In May, the Board would again briefly revisit the plan to determine if any course corrections are needed.

The cycle will conclude each year on the last day of December so that administrative planning and budgeting and governance cycle are aligned.

The cycle will start with the Board's development of its agenda for the next year and will include the following elements:

1. Ongoing environmental scanning in order to inform the Board's strategic policy direction to COO.
2. Re-exploration of Strategic Outcomes policies as needed and as the environment changes.
3. Continuous improvement of Board performance through Board education and enriched input and deliberation.
4. The Board's regular review of all of its governing policies over a specified number of years outlined in a review schedule.
5. Conducting an Annual Registrar, CEO Performance Appraisal.
6. Reviewing the External Financial Audit Report.
7. Discussing Board succession planning.
8. Attending to consent agenda items as expeditiously as possible throughout the year.

The Annual Board Strategic Agenda/Work Plan will be recorded such that each Board Member can see at a glance the Board work plan for the year. Specific Board meeting agendas will be prepared in the context of the annual Board Strategic Agenda/Work Plan.

Committees can submit policy developments or monitoring report items to the agenda by submission to the Chair or to the Chair via the Registrar, CEO. The Chair, with Executive Committee, will

carefully consider these items and schedule them according to priority themes, time availability and appropriateness with the governance approach. The Chair will consult with the Registrar, CEO regarding the operational aspects of such items and the time requirements for the preparation of suitable documents and background information for the Board.

Director can submit potential policy agenda topics to the Chair or through the Registrar, CEO to the Chair. The Chair will apply the same criteria noted above when determining scheduling of the agenda topic.

OPERATIONAL & MONITORING	POLICY, BYLAW & REGULATION	REPORTS	EXTERNAL MONITORING	TRAINING & DEVELOPMENT	STRATEGIC PLAN MONITORING
Minutes, October	RHPA	NACOR Report	Presentation of	TBD	Review of Q3
Year-to-date	Amendments By-	Committee	Internal		Achievements
Financial Variance	Law Changes	Reports	Security Audit by		
Report	Updates to	Registrar's Report	Castellan		
2020 Draft Budget	Standards of	Examinations			
	Practice	Report			
Approval of	Updates to QA				
Committee	Program				
Slate	Criminal Record				
Approval of	Checks Policy				
Council meeting	(Reg)				
dates	Student/Intern				
Election of	Supervision Policy				
Chief Examiner	(Reg)				
Election of NEC	Currency Policy				
Rep	(Reg)				
Appointment of	Executive				
Auditor	Committee				
Election of the	Terms of				
2019 Executive	Reference and				
Committee	Mandate Policy				
	(Gov)				
Council	Role of Committee				
Evaluations	Chairperson and				
	Vice chair Policy				
	(Gov)				
	Council Meeting				
	Process and				
	Agenda Policy				
	(Gov)				

## POLICY TYPE: GOVERNANCE PROCESS

### 4-24 Board Policy Development Policy

#### BACKGROUND

The College of Opticians of Ontario (COO) recognizes that one of its primary functions is to develop governance policies in accordance with its governance role and its mandate under provincial legislation.

#### POLICY

##### 9. General Principles

- a. It is the responsibility of the Board to develop, approve, update and evaluate implementation of its governance policies.
- b. The set of policies contained in the Policy Governance Manual (the “Board Policies”) shall be kept current at all times such that the policies accurately reflect current Board policy thinking and direction and so the policies remain relevant and useful.
- c. This policy applies to Board Policies only. The Board recognizes that the Registrar, CEO is delegated the responsibility of developing administrative policies and procedures to interpret and implement Strategic Outcomes and Operational Boundaries Policies. The Registrar, CEO may develop, amend, update and approve all administrative policies without Board review or approval.

##### 10. Policy Categories

- a. Board Policies are grouped into four categories.
  - i. Strategic Outcomes Policies: These policies provide direction to the COO’s strategic vision, mission, impact and results.
  - ii. Operational Boundaries Policies: These policies set out the Board’s risk boundaries for COO operations.
  - iii. Governance Process Policies: These policies define the governance approach and processes the Board will use.
  - iv. Board-Staff Relationship Policies: These policies clarify the Board’s relationship with the Registrar, CEO and COO staff.

##### 11. Policy Development

- a. Any individual (including a Director, committee member, Registrar, CEO, staff or external advisor), the Board as a whole, or a committee may request a new Board Policy or modifications to an existing Board Policy.
- b. In evaluating the request, the Board will consider the following:
  - i. The need for the Board to provide governance direction through a Board Policy statement.
  - ii. Whether the policy aligns with COO values, vision, mission and Strategic Outcomes Policies.
  - iii. Strategic implications and risk.
  - iv. Impact to the public interest, registrants, staff and other stakeholders.
  - v. Feasibility of implementing the request.
- c. The Board may assign the task of developing or modifying a policy to an appropriate committee.

- d. The Registrar, CEO and/or a committee may engage in initial stakeholder consultation before presenting a proposed policy to a committee or to the Board (see Board Decision-Making Policy, 4-20).

#### **12. Policy Approval**

- a. Policies will be approved in accordance with the Board Decision-Making Policy, 4-20.

#### **13. Policy Implementation**

- a. Strategic Outcomes and Operational Boundaries Policies will be interpreted and implemented by the Registrar, CEO.
- b. Governance Process and Board-Staff Relationship Policies will be interpreted and implemented by the Board.

#### **14. Regular Policy Review**

- a. The Board recognizes that Board Policies need to be reviewed and updated/refreshed regularly to ensure they remain relevant and current.
- b. Each Board Policy, once approved, will include a frequency for review, which will not exceed at least once every 4 years.
- c. The process for reviewing Board Policies will be facilitated and supported by the Governance Committee with input from other committees as needed.
- d. The policy review schedule will be considered when the Board establishes its annual Strategic Agenda/Work Plan.
- e. In addition, the Board may review any of its policies at any time if it believes a review to be necessary.

#### **15. Policy Tracking and the Policy Governance Manual**

- a. All Board Policies will be recorded in the COO Policy Governance Manual (the "Manual").
- b. The Manual will be kept on the COO electronic portal where it will be available to all Directors and Committee Members.
- c. The Manual will be kept up to date by COO staff.
- d. Directors and Committee Members are encouraged to refer to the Manual for use at Board and Committee meetings.

#### **16. Policy Monitoring and Achievement Evaluation**

- a. The Board will receive scheduled monitoring reports from the Registrar, CEO on their interpretation and achievement of Strategic Outcomes Policies, and their interpretation and compliance with Operational Boundaries Policies.
- b. The Board will evaluate, based on a schedule set out in the Board Workplace, its achievements of the Governance Process and Board-Staff Relationship Policies.

## POLICY TYPE: GOVERNANCE PROCESS

### 4-25 Board Monitoring System Policy

#### PURPOSE

This policy outlines the rationale, process, and mechanisms that the Board uses to monitor the Registrar, CEO/organization's achievement of results (Strategic Outcomes Policies) within operational risk boundaries (Operational Limitations Policies).

#### POLICY

Monitoring Registrar, CEO performance is primarily done by the Board by measuring achievement of and/or compliance with Strategic Outcomes Policies and Operational Boundaries Policies (collectively the "Policies"). Monitoring is therefore synonymous to evaluation of Registrar, CEO performance.

1. The purpose of 'monitoring' is to determine the degree to which Board policies on Strategic Outcomes and Operational Boundaries are being achieved by the Registrar, CEO.
2. The following principles will apply to the Board's monitoring of the Registrar, CEO:
  - a. The Board is committed to a thorough review and evaluation of Monitoring Reports and to providing useful feedback to the Registrar, CEO.
  - b. Monitoring will be as automatic as possible such that the majority of the Board's time can be focused on designing the future.
  - c. Monitoring of the Registrar, CEO is considered synonymous with monitoring organizational performance.
3. The Board's monitoring of the Registrar, CEO will follow one or more of the following processes to generate "monitoring data/reports":
  - a. Internal Monitoring Reports: The Registrar, CEO will provide Internal Monitoring Reports on the Policies to the Board in accordance with the schedule set out in Appendix 1 or as otherwise directed by the Board.
  - b. External Monitoring Reports: These are reports prepared by a qualified, impartial external reviewer who is selected and retained at the direction of the Board to assess the Registrar, CEO's performance or achievement of a Policy. External Monitoring Reports assess executive performance only against policies of the Board, not those of the external party unless the Board has previously indicated the external party's opinion/policies to be the standard. External Monitoring Reports may only be obtained in the following circumstances:
    - i. Where the Registrar, CEO has failed to provide a Monitoring Report in accordance with paragraph a;



- ii. The Registrar, CEO provided a Monitoring Report in accordance with paragraph a, but upon review, at least 75% of Directors are of the opinion that further information is required in order to properly assess the performance of the Registrar, CEO; or
  - iii. Where the Board has approved a policy for regularly scheduled external monitoring in accordance with the schedule set out in Appendix 1.
- c. Direct Board Inspection: This is a direct inspection of documents, activities or circumstances relating to the Registrar, CEO's performance or achievement of a Policy. The direct inspection may be carried out by the Board as a whole or delegated to a Director or committee and will apply a "prudent person" standard to the Registrar, CEO's performance/policy compliance. Direct Board inspection will only take place in the following circumstances:
  - i. Where an External Monitoring Report has been obtained in accordance with paragraph b, but upon review at least 75% of Directors are of the opinion that further information is required in order to properly assess the performance of the Registrar, CEO; or
  - ii. Where the Registrar, CEO has failed to provide a Monitoring Report in accordance with paragraph a, and at least 75% of Directors are of the opinion that it would not be appropriate to obtain an External Monitoring Report, having regard to all relevant circumstances.
- 4. The Board will review and evaluate all Monitoring Reports submitted by the Registrar, CEO. The Board will record in the Board meeting minutes the outcome of its evaluation of each report as to whether the Registrar, CEO policy interpretation is reasonable and as to whether the evidence provided demonstrates policy achievement.
- 5. Each year by January/February, the Board will conduct a formal Annual Performance Evaluation Summary for the Registrar, CEO. This evaluation will consider monitoring data as defined in paragraph 3 and as reviewed throughout the year along with the Board's general feedback on performance trends [See Registrar, CEO Performance Evaluation Process Policy, 3-07].

#### Appendix 1 – Board Monitoring System Schedule of Registrar, CEO/Organization

## APPENDIX 1 – BOARD MONITORING SYSTEM SCHEDULE OF REGISTRAR, CEO/ORGANIZATION

Monitoring Schedule by Policy Topic								
Policy No.	Policy	Policy Type	Method	Frequency of Monitoring	2020	2021	2022	2023
1-01	Strategic Outcomes Policies	Strategic Outcomes	Registrar, CEO Report	Semi Annual	Feb (2020 Strategic Outcomes R/CEO Interpretation)	Feb (2020 Year End)	Feb (2021 Year End)	Feb (2022 Year End)
					Oct (2020 mid year)	Oct (2021 mid year)	Oct (2022 mid year)	Oct (2023 mid year)
2-01	General Executive Constraint	OB	Registrar, CEO Report	Every 3 years	-	-	Feb	-
2-05	Financial Planning and Budgeting	OB	Internal Report External Audit	Annual Annual	-	Feb	Feb	Feb
2-06	Financial Condition	OB	Internal Report	Annual	June	June	June	June
			External Audit	Annual	June	June	June	June
2-07	Asset Protection	OB	Internal Report	Every 2 years	-	Oct	-	
2-08	Vendor Relations	OB	Internal Report	Every 3 years		June	-	
2-09	Investment Policy	OB	Internal Report	Annual	Dec	Dec	Dec	Dec
2-10	Signing Authority	OB	Internal Report External Audit	Annual	-	Dec	Dec	
2-15	Reserves Policy	OB	Internal Report	Annual	Dec	Dec	Dec	Dec

<b>Monitoring Schedule by Policy Topic</b>								
<b>Policy No.</b>	<b>Policy</b>	<b>Policy Type</b>	<b>Method</b>	<b>Frequency of Monitoring</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>
2-20	Human Resources Parameters <ul style="list-style-type: none"> <li>Relationship with Staff</li> <li>Staff Compensation and Benefits</li> </ul>	OB	Internal Report	Every 2 years		Oct	-	Oct
2-30	Staff Conduct and Transparency Policy	OB	Internal Report	Every 3 years	-	-	June	-
2-35	Relationship with Public and Other COO Beneficiaries	OB	Internal Report	Every 3 years	-	June	-	-
2-40	Member Relations	OB	Internal Report	Every 2 years	-	Dec	-	Dec
2-50	Communications and Support to the Council	OB	Internal Report	Every 2 years	Oct	-	Oct	-
2-60	Corporate Identify, Public Image and Communication	OB	Internal Report External Audit	Every 2 years	-	Feb	-	Feb
2-70	Intellectual Property	OB	Internal Report	Every 4 years	-	-	June	-
2-80	Emergency Registrar, CEO Succession	OB	Internal Report	Annually	Feb	Feb	Feb	Feb
2-90	Regulatory Processes (policy in development)							

Note: By December 2020, Council is committed to determining and recoding an external monitoring schedule which will likely involve one Executive Limitations Policy undergoing an External Monitoring Report by regular schedule every three to four years.

**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.<sup>1</sup>
  - 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:

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

- 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).

#### **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.

**APPENDIX I**  
**to Schedule D of the By-Law**

**Conflict of Interest**

1. The purpose of this appendix is to provide guidance on how Directors and Committee Members are to comply with the obligations set out in the Code of Conduct to avoid and declare conflicts of interest. These provisions in no way limit the full extent of the duties set out in the Code of Conduct.
2. All Directors and Committee Members have a duty to carry out their responsibilities in a manner that serves and protects the interest of the public and fulfils the mandate of the College. As such, they must not engage in any activities or in decision-making concerning any matters where they have a direct or indirect personal, professional or financial interest. All Directors and Committee Members have a duty to uphold and further the intent of the Opticianry Act to regulate the practice and profession of opticianry in Ontario, and not to represent the views of advocacy or special interest groups.
3. Directors and Committee Members recognize that a conflict of interest or an appearance of a conflict of interest by a Director or a Committee Member:
  - a. could bring discredit to the College;
  - b. could amount to a breach of the fiduciary obligation of the person to the College;  
or
  - c. could create liability for either the College and/or the person involved.
4. The terms “conflict of interest” and “appearance of bias” are often used interchangeably. The term “conflict of interest” generally applies to policy or administrative decisions while the term “appearance of bias” generally applies to an adjudicative type of decision. For the purposes of the Code of Conduct, including this appendix, they mean the same thing.
5. A conflict of interest exists where a reasonable member of the public would conclude that a Director or Committee Member’s personal, professional or financial interest, relationship or affiliation may affect their judgment or the discharge of their duties to the College. A conflict of interest may be real or perceived, actual or potential, or direct or indirect.
6. For the purpose of this Schedule, the Director or Committee Member’s personal, professional or financial interests include the interests of a close friend, relative (parent, spouse or other romantic partner, child or sibling), or affiliated entity of a Director or Committee Member.
7. Directors and Committee Members must disclose all involvements with other organizations, vendors or associations that might give rise to, or might reasonably be seen as giving rise to, a conflict.

8. Without limiting the usual and ordinary meaning of “conflict of interest” or “appearance of bias”, some examples of activities or circumstances that would usually constitute a conflict of interest or an appearance of bias for a Director or a Committee Member include the following:
- a. Advising or assisting anyone in their dealings with the College, other than directing them to the appropriate member of staff at the College.
  - b. Participating in the decision-making process where the decision could confer a non-trivial personal, professional or financial benefit to themselves.
  - c. Using their position as a Director or Committee Member to secure special privileges or exemptions for themselves or others.
  - d. Using their position as a Director or Committee Member to advance their personal, professional or financial interests.
  - e. Using any information learned in the course of their duties as a Director or Committee Member to advance their own personal, professional or financial interests.
  - f. Acting in a manner that demonstrates, or appears to demonstrate, a closed mind on an issue that is before the Board or Committee.
  - g. Giving or receiving, or agreeing to receive, directly or indirectly, any compensation, gifts, reward or gratuity from a source except the College, or in the case of Public Directors, the Office of the Public Appointments Secretariat of the Ontario Government, for a matter connected with or related to the Director or Committee Member’s service to the College, including speaking engagements given in their capacity as a Director or Committee Member. However, if the payment or gift cannot in the circumstances be gracefully declined, it is not a conflict of interest if the Directors or Committee Members immediately turns it over to the Registrar. Moreover, it is not a conflict to accept and retain a memento of nominal value (\$50.00 or less) or of no commercial value (e.g. commemorative plaque).
  - h. Accepting, directly or indirectly, any compensation, gratuity, or reward from any other person that is or becomes beneficially interested in a contract or financial arrangement with the College.
  - i. Holding a responsible position such as director, owner, board member or officer or is an employee of any organization of or for opticians that has as its primary mandate the promotion of the opticianry profession.
  - j. Holding a responsible position such as director, owner, board member or officer or is an employee of another organization where their duties may be seen by a reasonable person as influencing their judgment in the matter under consideration of the Board or Committees. For example, an educator in a school should not participate in any decisions relating to the status of that school, its program(s) or the acceptability for registration of graduates from that school.
  - k. Initiating, joining, continuing or materially contributing to a legal proceeding against the College or any Committee or representative of the College
  - l. Being the subject of an inquiry or investigation by the College, the police or another authority that impairs the ability of the Director or Committee Member



- to participate in a decision or to continue to serve in their position or has the potential to jeopardize public trust in the Board, the Committee or the College.
- m. Publishing, including posting on social media or other online forum, a statement that could impair the public's confidence in the College or compromise the public image of the College or the ability of the Director or Committee Member to make transparent, objective, impartial and fair decisions that are in the public interest.
9. Where a Director or Committee Member believes that they have a conflict of interest in a particular matter, they shall:
- Prior to any consideration of the matter, declare to the Board or the Committee that they have a conflict of interest that prevents them from participating;
  - Not take part in the discussion of or vote on any question in respect of the matter;
  - Leave the room for the portion of the meeting relating to the matter even where the meeting is open to the public; and
  - Not attempt in any way to influence the voting or do anything which might reasonably be perceived as an attempt to influence other Directors or Committee Members or the decision relating to the matter.
10. Where a Director or Committee Member is in doubt as to whether they have a conflict of interest, they shall consult with an appropriate person, such as the chair of the affected Committee, the Chair, the Registrar, a designated member of staff, or independent legal counsel in a hearing.
11. Where a Director or Committee Member believes that another Director or Committee Member has a conflict of interest that has not been declared despite any appropriate informal communications, the first Director or Committee Member shall advise an appropriate person, such as the chair of the affected Committee, the Chair, the Registrar, a designated member of staff, or independent legal counsel in a hearing. The person who is suggested as having a conflict of interest is entitled to address the matter before any decision is made by the Board or relevant Committee, as appropriate.
12. Where the Director or a Committee concludes that one of its members has a conflict of interest that has not been declared, it can direct that the Director or Committee Member not participate in the discussion or decision, leave the room for that portion of the meeting, and not try to otherwise exert influence in the matter.
13. Every declaration or finding of a conflict of interest shall be recorded in the minutes of the meeting.

## **APPENDIX II**

### **to Schedule D of the By-Law**

#### **Confidentiality**

- The purpose of this appendix is to provide guidance on how Directors and Committee Members are to comply with the confidentiality obligations set out in the Code of Conduct. These provisions in no way limit the full extent of the duties set out in the Code of Conduct.
- Directors and Committee Members shall:
  - Regularly review and maintain familiarity with their legislative obligations relating to confidentiality, including section 36 of the RHPA and sections 83 and 83.1 of the Health Professions Procedural Code.

- b. Treat all information learned in the course of their duties as confidential, and shall not disclose it to any other person unless an exception set out in the legislation applies. Where a legal exception may apply, it should generally be left to College staff to disclose the information, however this does not preclude a Director or Committee Member from disclosing information as required for the performance of their duties, such as in rendering a decision and reasons on behalf of a Committee or a panel of a Committee.
- c. Treat all communications within a Committee or panel of a Committee as confidential from any other person, including Directors or Committee Members that are not part of the Committee or panel in question.
- d. Treat internal communications within the College as confidential and shall only obtain or disclose information on a need-to-know basis.
- e. Take reasonable measures to safeguard College information, including:
  - i. the safe management of paper documents.
  - ii. the safe management of portable electronic devices, including ensuring that all devices used to view or access College information, such as laptop computers or mobile phones, are password protected.
  - iii. avoiding the use of unsecure public networks and/or unsecure electronic forms of communication.
  - iv. avoiding discussing or displaying information in a public space where it can easily be heard and/or viewed by others.
- f. Immediately advise the Registrar if they believe there has been a breach of confidentiality by a Director or Committee Member, whether intentional or unintentional.

### **APPENDIX III**

#### **to Schedule D of the By-Law**

#### **Social Media**

1. The purpose of this appendix is to provide guidance on how the Code of Conduct applies to a Director or Committee Member's use of social media. These provisions in no way limit the full extent of the duties set out in the Code of Conduct.
2. For the purposes of this appendix, references to "social media" will include any website, application or other online public forum that permits individuals to create and share content, participate in social networking, and/or post comments. Examples of social media and other online public forums include (as of January 2020): Twitter, LinkedIn, Facebook, Instagram, YouTube, blogs (including personal blogs, or blogging websites such as Reddit), review websites (e.g. Google or Yelp, etc.), news media sites and message boards.

#### **Social Media undertaken for the purpose of personal or professional use**

3. Directors and Committee Members who have their own social media accounts, whether personally or through an affiliated business or other entity, shall ensure that their use of social media is consistent with the Code of Conduct. Without limiting this general requirement, some examples of conduct that would usually be viewed as violating the

Code of Conduct include where the Director or Committee Member posts or otherwise engages with content that:

- a. Discloses confidential information.
- b. Gives rise to a conflict of interest or the appearance of a conflict of interest.
- c. Contains a statement that could impair the public's confidence in the College or compromise the public image of the College or the ability of the Director or Committee Member to make transparent, objective, impartial and fair decisions that are in the public interest.
- d. Expresses personal disagreement with a decision of the Board.
- e. Gives the appearance that they are speaking on behalf of the College or the Board, or commenting on College related business, unless expressly authorized to do so.
- f. Includes or references 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).
- g. Violates appropriate boundaries with other Directors, Committee Members or College staff.
- h. Contains a statement that may reasonably be perceived as discriminatory or as verbal, physical or sexual abuse or harassment.
- i. Purports to advise or assist anyone in their dealings with the College, other than directing them to the appropriate member of staff at the College.

#### **College Social Media Accounts**

4. No Director or Committee Member is required to follow or otherwise engage with the College social media accounts.
5. Directors and Committee Members shall recognize that only designated College staff members are authorized to post content on the College's social media platforms.
6. Directors and Committee Members shall:
  - a. Refrain from commenting or posting any of their own content to the College's social media platforms.
  - b. Refrain from responding to posts on behalf of the College, the Board or in their personal or professional capacity.
7. Directors and Committee Members may, however, forward or re-tweet content posted by the College.

## POLICY TYPE: BOARD - STAFF RELATIONSHIP

### 3-03 Delegation to the Registrar, CEO

#### BACKGROUND

In keeping with the Governance Approach Policy, 4-01, the Registrar, CEO has the responsibility for achieving specific results and the authority necessary to carry out this work. The purpose of this policy is to outline the manner in which the Board delegates authority to the Registrar, CEO.

All Board authority delegated to staff is delegated through the Registrar, CEO, so that all authority and accountability of staff is considered to be the authority and accountability of the Registrar, CEO.

#### POLICY

The Board instructs the Registrar, CEO through written policies that prescribe the organizational Strategic Outcomes to be achieved and that limit the means (i.e., that describe organizational situations and actions to be avoided establishing governance risk tolerances). The Registrar, CEO is to use any reasonable interpretation of these policies.

#### Accordingly:

1. The Board will develop policies directing the Registrar, CEO to achieve specified results, for specified recipients at a specified worth or priority. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Strategic Outcomes policies. All issues that are not “Strategic Outcomes” issues as defined above are “Means” issues.
2. The Board will develop policies that limit the latitude the Registrar, CEO may exercise in choosing the organizational means. These limiting policies will describe those practices, activities, decisions and circumstances that the Board would find unethical or imprudent, and therefore unacceptable, even if they were to be effective. These limitations policies will be developed systematically from the broadest, most general level to more defined levels and they will be called Operational Boundaries policies.

The Board will not prescribe organizational means (i.e., prescribe what means to use or how to do the job) delegated to the Registrar, CEO. The Board will instruct the Registrar, CEO on means through limiting the means, i.e. through identifying the boundaries of executive authority.

3. Once the Board establishes either a Strategic Outcomes or an Operational Boundaries Policy, the Registrar, CEO is expected to develop an interpretation of that policy in order to develop the approach to ‘operationalize’ the policy. In the case of Strategic Outcomes Policies, the Board will review the Registrar, CEO’s interpretation for reasonableness. This interpretation will contain operating definitions, which include measurable operating outcomes including appropriate targets where applicable. The Strategic Outcomes interpretation can be updated at any time by the Registrar, CEO, who should notify the Board of any material updates. For Operational Boundaries Policies, the Registrar, CEO’s

interpretation can be provided at the time the Monitoring Report is delivered to the Board for review and evaluation for reasonableness.

4. As long as the Registrar, CEO uses *any reasonable interpretation* of the Board's Strategic Outcomes and Operational Boundaries policies, the Registrar, CEO is authorized to establish all further operational policies, make all decisions, take all actions, establish all practices, and develop all activities. Such decisions of the Registrar, CEO shall have full force and authority as if decided by the Board. This does not prevent the Board from obtaining information in the delegated areas except that which the legislation identifies as confidential and/or personal information.

5. The Board may change its Strategic Outcomes and Operational Boundaries policies, thereby shifting the boundary between the Board and Registrar, CEO domains of authority. As long as any particular delegation is in place, and as long as the Registrar, CEO's decisions are reasonable, the Board will support these decisions.

## POLICY TYPE: GOVERNANCE PROCESS

### 4-24 Board Policy Development Policy

#### BACKGROUND

The College of Opticians of Ontario (COO) recognizes that one of its primary functions is to develop governance policies in accordance with its governance role and its mandate under provincial legislation.

#### POLICY

##### 1. General Principles

- a. It is the responsibility of the Board to develop, approve, update and evaluate implementation of its governance policies.
- b. The set of policies contained in the Policy Governance Manual (the “Board Policies”) shall be kept current at all times such that the policies accurately reflect current Board policy thinking and direction and so the policies remain relevant and useful.
- c. This policy applies to Board Policies only. The Board recognizes that the Registrar, CEO is delegated the responsibility of developing administrative policies and procedures to interpret and implement Strategic Outcomes and Operational Boundaries Policies. The Registrar, CEO may develop, amend, update and approve all administrative policies without Board review or approval.

##### 2. Policy Categories

- a. Board Policies are grouped into four categories.
  - i. Strategic Outcomes Policies: These policies provide direction to the COO’s strategic vision, mission, impact and results.
  - ii. Operational Boundaries Policies: These policies set out the Board’s risk boundaries for COO operations.
  - iii. Governance Process Policies: These policies define the governance approach and processes the Board will use.
  - iv. Board-Staff Relationship Policies: These policies clarify the Board’s relationship with the Registrar, CEO and COO staff.

##### 3. Policy Development

- a. Any individual (including a Director, committee member, Registrar, CEO, staff or external advisor), the Board as a whole, or a committee may request a new Board Policy or modifications to an existing Board Policy.
- b. In evaluating the request, the Board will consider the following:
  - i. The need for the Board to provide governance direction through a Board Policy statement.
  - ii. Whether the policy aligns with COO values, vision, mission and Strategic Outcomes Policies.
  - iii. Strategic implications and risk.
  - iv. Impact to the public interest, registrants, staff and other stakeholders.
  - v. Feasibility of implementing the request.
- c. The Board may assign the task of developing or modifying a policy to an appropriate committee.

- d. The Registrar, CEO and/or a committee may engage in initial stakeholder consultation before presenting a proposed policy to a committee or to the Board (see Board Decision-Making Policy, 4-20).

**4. Policy Approval**

- a. Policies will be approved in accordance with the Board Decision-Making Policy, 4-20.

**5. Policy Implementation**

- a. Strategic Outcomes and Operational Boundaries Policies will be interpreted and implemented by the Registrar, CEO.
- b. Governance Process and Board-Staff Relationship Policies will be interpreted and implemented by the Board.

**6. Regular Policy Review**

- a. The Board recognizes that Board Policies need to be reviewed and updated/refreshed regularly to ensure they remain relevant and current.
- b. Each Board Policy, once approved, will include a frequency for review, which will not exceed at least once every 4 years.
- c. The process for reviewing Board Policies will be facilitated and supported by the Governance Committee with input from other committees as needed.
- d. The policy review schedule will be considered when the Board establishes its annual Strategic Agenda/Work Plan.
- e. In addition, the Board may review any of its policies at any time if it believes a review to be necessary.

**7. Policy Tracking and the Policy Governance Manual**

- a. All Board Policies will be recorded in the COO Policy Governance Manual (the "Manual").
- b. The Manual will be kept on the COO electronic portal where it will be available to all Directors and Committee Members.
- c. The Manual will be kept up to date by COO staff.
- d. Directors and Committee Members are encouraged to refer to the Manual for use at Board and Committee meetings.

**8. Policy Monitoring and Achievement Evaluation**

- a. The Board will receive scheduled monitoring reports from the Registrar, CEO on their interpretation and achievement of Strategic Outcomes Policies, and their interpretation and compliance with Operational Boundaries Policies.
- b. The Board will evaluate, based on a schedule set out in the Board Workplace, its achievement of the Governance Process and Board-Staff Relationship Policies.