

BRIEFING NOTE

TO: Board of Directors

FROM: Governance Committee

DATE: May 17, 2021

SUBJECT: 17.0 Competency Framework for Elected and Appointed Members

☒ For Decision ☐ For Information ☐ Monitoring Report

Purpose:

To review a proposed competency framework for elected board members and appointed committee members.

Background:

The Governance Committee continues to review provincial and national trends and best practices with respect to governance in professional regulation. In keeping with the COO's 2020-2022 strategic plan, the Committee is working to further the Board's goal of transforming our governance framework while increasing efficiency and strengthening public trust in the COO and our processes.

To date, the Board has approved various changes to the Governance Model while staying within our legislative framework. Specifically, the Board has implemented the following governance reforms which focus on board director skill and competencies:

- On May 28, 2019, the Board approved a list of desired director competencies and attributes to be sent out in the fall of 2019 as part of the Board election guidelines package. These were not mandatory, and candidates did not have to meet these criteria to be eligible to stand for election. They were meant as a tool to help opticians decide whether to seek election or nominate another optician for election to the Board.
- On July 27, 2020, the Board added a pre-election training module (Jurisprudence chapter 4: RHPA) to the election eligibility criteria so that the incoming directors had a base line of knowledge before they start contributing to decisions and policy making at the Board level.
- On October 5, 2020, the Board tasked the Governance Committee with developing a list of competencies for the Chair and Vice-chair positions of the Board.

College Performance Measurement Framework

In 2020, the Ontario Ministry of Health launched the College Performance Measurement Framework (CPMF), a new initiative to measure how well health regulatory colleges are executing their mandate.

Standard 1 of the CPMF relates to the competencies of board and committee members. Colleges are required to demonstrate that:

1. **Elected Board Members:** Professional members are eligible to stand for election to the board only after meeting pre-defined competency/suitability criteria, and after attending an orientation training about the College's mandate and expectations pertaining to the member's roles and responsibilities.
2. **Committee Members:** Statutory committee candidates have met pre-defined competency/suitability criteria and have attended an orientation training about the mandate of the committee and expectations pertaining to a member's role and responsibilities.

At present, the College only partially meets this standard. While board members must complete a pre-election training module before being eligible to stand for election, they are not currently required to meet pre-defined competency/suitability criteria.

Similarly, all committee members attend orientation training session on the committee's mandate and their expectations, role and responsibilities. In addition, since 2019, the Board has required candidates for positions as Appointed Committee Members to meet pre-defined competency/suitability criteria. At present, however, *board members* are not required to meet pre-defined competency/suitability criteria to be appointed to committees.

In its 2020 CPMF Report, the College indicated that it planned to improve its performance in these areas during the 2021 reporting period. The 2020 CPMF Report was approved by the Board at its February 2021 meeting.

For Consideration:

Ms. Sandi Verrecchia of Satori Consulting Inc. was asked to assist the College in developing a competency framework for elected board members and committee members. Ms. Verrecchia will present a proposed competency framework to the Board, as well as a method of assessing members against those competencies for the purpose of:

1. Determining eligibility for election
2. Making committee appointments

Proposed Competency Framework

Under the proposed competency framework recommended by the Governance Committee, persons seeking election to the board or appointment to committees will be required to demonstrate various specific skills and knowledge, as well as the following five behavioural competencies:

1. Passion – Public Service Oriented
2. Exemplified Integrity
3. Unbiased and Open Minded

4. Critical Judgment and Decision Making
5. Collaboration and Inclusion

These competencies will aim to ensure that the best possible slate of registrants not only complement the existing skill strengths of the Board and the COO's committees but possess the overall competency and characteristics that will enable the Board to function optimally as a whole.

Implementation

The Governance Committee recommends the following process for assessing interested candidates' competencies:

1. **Diversity, Skills and Preferences Matrix:** All existing board and committee members will be asked to complete a Diversity, Skills & Preferences matrix to assess existing skills and preferences, and identify any potential gaps. In addition, all persons interested in seeking election to the board, or appointment to committees, will also be asked to complete the Diversity, Skills & Preferences, in the form of an online survey.
2. **Behavioural Interview:** Individuals seeking election to the board or appointment to committees will be invited to participate in a verbal interview to assess whether they demonstrate the five behavioural competencies required by the Board. Interviews will be conducted by a 3-person sub-committee of the Governance Committee made up of three public members (Public Board Members and Non-Optician Appointed Members). The sub-committee will be assisted by a third-party consultant specialized in governance.

Nominations/Screening Sub-Committee

As noted, the Governance Committee recommends appointing a sub-committee comprised of public members to carry out the behavioural interviews. The Governance Committee further recommends that in subsequent years, the Board consider appointing a sub-committee made up entirely of non-board AND non-optician members. In order for this to be possible, the Board should begin building capacity of non-optician Appointed Committee Members who may be able to serve on this sub-committee in the future.

The issues that informed the Governance Committee's discussions and recommendation to create a subcommittee are below:

Creating a subcommittee would not be out of step with governance trends and best practices

1. Some regulatory colleges, including (but not limited to) the College of Nurses, College of Registered Psychotherapists, College of Naturopaths, Royal College of Dental Surgeons and the College of Midwives have sought legislative change to remove the Executive Committee in accordance with provincial, national and international governance reform and best practices. Other colleges have opted to limit the scope of their power to only emergency matters that require their immediate attention.

2. Governance best practice supports competency-based selection and appointment of Board and Committee participants. Ensuring there are robust and transparent governance practices setting out the process for screening candidates, including external unbiased individuals versed in governance principles, provides protection against perceived bias and brings neutral perspectives to the table.
3. A sub-committee made up of public members (and where possible, non-board members) will promote objectivity, fairness and transparency. Those colleges who fulfil Domain 1: Governance of the CPMF competency-based requirements typically have screening committees composed of public appointed members and/or public board members who are not on the executive committee.

Public Interest Considerations:

The Governance Committee believes that the proposed competency framework and implementation plan will strengthen the College's ability to regulate the profession in the public interest, by ensuring that board and committee members have the knowledge, skills and commitment needed to effectively execute their fiduciary role and responsibilities.

Diversity, Equity and Inclusion Considerations:

The proposed competency framework is designed to assess the diversity of skills and knowledge of existing board and committee members, as well as interested candidates. The Board should ensure that the framework does not create unnecessary barriers to persons who may be interested in seeking election or appointment to the board or committees. To that end, it is recommended that the College develop resources for individuals to learn and develop the necessary skills and competencies in order to become eligible.

Recommendation:

The Governance Committee recommends that the Board:

1. Approve the proposed competency framework.
2. Assign the assessment of the elected Board Candidates to a subcommittee of the Governance Committee made up of public members with support of a third-party consultant as recommended by the Governance Committee.