

BRIEFING NOTE

TO: Board of Directors

FROM: Governance Committee

DATE: December 7, 2020

SUBJECT: 15.5 Content Review of the Director Job Description Policy 4-04

☒ For Decision

☐ For Information

☐ Monitoring Report

Purpose:

To carry out a scheduled review of the Director Job Description Policy 4-04.

Background:

It is the responsibility of the Board to develop, approve, update and evaluate implementation of its governance policies. Appendix 2 to the COO's Policy Governance Manual sets out a review schedule for all policies in the manual. The purpose of reviewing the policies on a regular basis is to ensure that they continue to be relevant and serve the function that they were implemented for.

For Consideration:

The Director Job Description Policy 4-04 was first approved by the Board on December 5, 2017 and falls within the Governance Process category. Policies in this category describe the Board's own operations and processes for carrying out its mandate. The purpose of the Director Job Description Policy is to explain the role of the director, their responsibilities and commitments to the work they perform at the College.

On review, the Governance Committee was of the view that the policy could benefit from minor revisions in order to ensure that the language is clear and consistent with terminology adopted by the COO as it has developed its governance manual over the course of the last three years.

The Director Job Description Policy 4-04 with the proposed revisions is redlined in **Appendix A** below and a clean version, **Appendix B** is attached.

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. Reviewing the content of these policies ensures that policies are consistent and effective, and that the College is up to date with regulations, technology, and regulatory best practices.

Diversity, Equity and Inclusion Considerations:

The Committee did not identify any deficiencies in the policy that would preclude the Registrar, CEO from building the Board and the COO's capacity to promote diversity, equity and inclusion.

Recommendation:

To approve the updates to the Director Job Description Policy 4-04 as recommended by the Governance Committee.

POLICY TYPE: GOVERNANCE PROCESS

4-04 Director Job Description Policy

In agreeing to stand for election and accept appointment to the Board, Directors will act as stewards on behalf of ~~the broader ownership~~ the public interest mandate served by ~~in the best interests of the~~ College of Opticians of Ontario (COO) ~~beneficiaries~~.

Individual Directors will meet the job responsibilities outlined below:

SERVICE

Directors:

1. Will govern and participate in Board, Committee and Working Group meetings consistent with the Governance Approach Policy, 4-01 and the Board Terms of Reference, 4-03.
2. Will be prepared to serve on at least one Committee of the Board and potentially a Working Group as needed.
3. Will, within their skill sets, assume specific assignments such as leading a Committee or Working Group, preparing a discussion document for Board consideration or leading a Board discussion.
4. Will actively participate in Board meetings to bring forward ideas, perspectives, and expertise in order to assist the Board in making the best decisions.
5. Will discuss and develop policy to establish the Strategic strategic Outcomes outcomes and long-term strategic outcomes of the COO, the value system of the COO, the limits of authority operational boundaries of the Registrar, CEO, and the processes the Board uses to complete its own work.

PREPARATION

Directors:

- ~~1-6.~~ Are expected to be informed and productive in meetings by reviewing material pre-circulated for Board meetings, prior to the meeting.
- ~~2-7.~~ Will be prepared to discuss and vote on matters in the public interests ~~of the Beneficiaries and the Ownership of the organization~~.
- ~~3-8.~~ Should seek clarification, as needed, prior to the Board meeting with the Registrar, CEO on any significant agenda items.
- ~~4-9.~~ Will generally need to prepare for, travel to, and participate in approximately ten (10) to sixteen ~~5.~~ (16) Board and Committee meetings per year.
- ~~6-10.~~ Must be familiar with Board policy and basic procedure.
- ~~7-11.~~ May attend an external continuing education session as approved by the Chair in consultation with the Registrar, CEO.
- ~~8-12.~~ Are expected to attend internal training continuing education sessions related to their role as Directors and/or Committee Members.

AMBASSADORSHIP

~~While all Directors will be called upon, at times, to serve as ambassadors of the College, the Chair is the official, authorized spokesperson for the Board.~~

Directors:

13. Recognize that the Chair is the official spokesperson for the Board.

14. ~~Will~~ May be called upon periodically to serve as ambassadors for the COO by being present at specific events/meetings and/or by serving as a spokesperson when delegated by the Chair.

ATTENDANCE

Directors

— are expected to attend all Board and Committee meetings as their input is essential and continuity from meeting to meeting is critical. The failure by a Director to attend multiple Board and/or Committee meetings may result in the Director's disqualification in accordance with the COO by-laws.

15. Regrets for an absence should be made to the Chair and Registrar, CEO. The Director may wish to speak directly to the Chair with regard to the reason for the absence. The Chair will be responsible for addressing attendance problems on behalf of the Board.

POLICY TYPE: GOVERNANCE PROCESS**4-04 Director Job Description Policy**

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6. Are expected to be informed and productive in meetings by reviewing material pre-circulated for Board meetings, prior to the meeting.
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