

BRIEFING NOTE

TO: Board of Directors

FROM: Governance Committee

DATE: December 7, 2020

SUBJECT: 15.4 Content Review of the Governance Approach Policy 4-01

☒ For Decision

☐ For Information

☐ Monitoring Report

Purpose:

To carry out a scheduled review of the Governance Approach Policy 4-01 for the purpose of determining whether any amendments are necessary.

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 Governance Approach Policy 4-01 falls within the Governance Process category. Governance Process policies are policies that describe the Board's own operations and processes for carrying out its mandate.

The purpose of the Governance Approach Policy is to affirm the Board's commitment to its chosen governance style and the key features of its governance approach.

The policy was first approved by the Board on October 2, 2017 and was one of the first policies approved by the Board following its decision to refresh its governance manual and adopt the Policy Governance approach. Since that time, the Board has revised or adopted over 50 governance policies, and its governance approach has evolved as the Board became more knowledgeable and experienced with the new governance style.

Accordingly, on review of the Governance Approach Policy, the Governance Committee was of the view that the policy could benefit from a revision in order to ensure that it is consistent with the direction taken by the Board over the last three years. The Committee was also of the view that the policy could be streamlined and edited for clarity.

The Governance Approach Policy 4-01 with the proposed revisions is redlined in **Appendix A** below and a clean version, **Appendix B**, is attached.

The proposed updates restructure the policy and highlights the key features of Policy Governance that will be emphasized by the Board, as well as the commitments made by the Board to support its governance process.

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 following language was added to ensure that the policy reflects the Board's commitment to diversity, equity and inclusion in its governance approach:

The COO's governance approach will emphasize the following:

- (...) 2. Encouragement of diversity in viewpoints, skills and experiences;
- (...) 8. Inclusive and collaborative decision making

Recommendation:

To approve the updates to the Governance Approach Policy 4-01 as recommended by the Governance Committee.

POLICY TYPE: GOVERNANCE PROCESS

4-01 Governance Approach Policy

The College of Opticians of Ontario Board (COO) will use the Policy Governance system to guide its approach to governing COO, creating policy direction, monitoring and being accountable to the public. The COO's governance style approach will emphasize the following:

1. An outward focus on the public and mandate that it serves, rather than internal preoccupation;
 2. an Encouragement of diversity in viewpoints, skills and collective decision experiences;
 3. Strategic and visionary leadership, rather than management detail;
 4. Fostering public trust and community engagement;
 5. Clear distinction of between Board and Registrar, CEO roles and;
 6. Being proactive rather than reactive;
 7. Accountability to the public and registrants through transparent, legal and ethical decision making; and
 8. Inclusive and collaborative decision making.
- ~~—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 this governance approach, the Board commits to ensuring:

9. **Role Distinction:** recognition that the Board's role is in governance and not management. Strong governance is achieved by selecting, supporting, and measuring the performance of an effective Registrar, CEO, who will be the Chief Executive Officer responsible for management of the organization.
1. **Role Explanation:** A clear written description of the mandate and responsibilities of each major entity within the organization.
- 10.
2. **Role Education:** Each person involved in the direction and operations of the College will receive appropriate orientation and training on their be orientated as to their mandate and responsibilities to ensure .They willthey understand their role and how they-it relates to the other entities within the organization.
- 11.
3. **Role Evaluation:** - Each person and entity within the organization will be accountable for their activities. They will report on what they have achieved will engage in an evaluation process and receive -and receive feedback on their performance.
- 12.

13. Role Enforcement:— a means of enforcing the organization’s expectations ~~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 performance,~~ then there will to be a means of enforcing the organization’s expectations.

4. Policy Monitoring:

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.~~

14. The Board is committed to persistent due diligence through monitoring its adherence to, and achievement of, its policies implementation to support the work of the organization.

15. **Board Responsibility:** the Board, not staff, will be responsible for Board performance.

16. **Board Discipline:** the Board will enforce upon itself whatever discipline is needed to govern with excellence. Board 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.

Individual directors commit to supporting the Board’s governance approach by:

17. **Director Responsibility:** acknowledging that their responsibility to the COO takes precedence over any role an individual director may have to represent a particular group or perspective

18. **Skill Enhancement:** enhancing their skills and knowledge with respect to their role through participation in training and continuing education, and by actively building their sector and industry awareness

19. **Diligence:** bringing a knowledgeable, diligent and enthusiastic approach to their role.

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.~~

~~The Board Chair commits to supporting the Board's governance approach by:~~
~~INDIVIDUAL DIRECTOR
ROLE~~

20. **Relationship Optimization:** Ensuring that the relationship between the Board and the Registrar, CEO is optimized.

21. **Spokesperson:** Acting as the spokesperson for the Board on governance matters and representing the Board to government and other related groups and boards/councils.

~~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

4-01 Governance Approach Policy

The College of Opticians of Ontario Board (COO) will use the Policy Governance system to guide its approach to governing COO, creating policy direction, monitoring and being accountable to the public. The COO's governance approach will emphasize the following:

1. An outward focus on the public and mandate that it serves, rather than internal preoccupation;
2. Encouragement of diversity in viewpoints, skills and experiences;
3. Strategic and visionary leadership, rather than management detail;
4. Fostering public trust and community engagement;
5. Clear distinction between Board and Registrar, CEO roles;
6. Being proactive rather than reactive;
7. Accountability to the public and registrants through transparent, legal and ethical decision making; and
8. Inclusive and collaborative decision making.

In order to support this governance approach, the Board commits to ensuring:

9. **Role Distinction:** recognition that the Board's role is in governance and not management. Strong governance is achieved by selecting, supporting, and measuring the performance of an effective Registrar, CEO, who will be the Chief Executive Officer responsible for management of the organization.
10. **Role Explanation:** a clear written description of the mandate and responsibilities of each major entity within the organization.
11. **Role Education:** each person involved in the direction and operations of the College will receive appropriate orientation and training on their mandate and responsibilities to ensure they understand their role and how it relates to the other entities within the organization.
12. **Role Evaluation:** each person and entity within the organization will engage in an evaluation process and receive feedback on their performance.
13. **Role Enforcement:** a means of enforcing the organization's expectations 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 performance.
14. **Policy Monitoring:** persistent due diligence through monitoring its adherence to, and achievement of, its policies.
15. **Board Responsibility:** the Board, not staff, will be responsible for Board performance.
16. **Board Discipline:** the Board will enforce upon itself whatever discipline is needed to govern with excellence. Board 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.

Individual directors commit to supporting the Board's governance approach by:

17. **Director Responsibility:** acknowledging that their responsibility to the COO takes precedence over any role an individual director may have to represent a particular group or perspective

18. **Skill Enhancement:** enhancing their skills and knowledge with respect to their role through participation in training and continuing education, and by actively building their sector and industry awareness
19. **Diligence:** bringing a knowledgeable, diligent and enthusiastic approach to their role.

The Board Chair commits to supporting the Board's governance approach by:

20. **Relationship Optimization:** Ensuring that the relationship between the Board and the Registrar, CEO is optimized.
21. **Spokesperson:** Acting as the spokesperson for the Board on governance matters and representing the Board to government and other related groups and boards/councils.