

BRIEFING NOTE

TO: Board of Directors

FROM: Kevin Cloutier, Elected Member, Facilitating Director

DATE: October 3, 2022

SUBJECT: 7.0 Board Terms of Reference Policy 4-03 Monitoring Report

☐ For Decision

☐ For Information

☒ Monitoring Report

Purpose:

To review the Board Terms of Reference Policy 4-03 Monitoring Report.

Background:

On October 5, 2020, the Board approved the Board Policy Development Policy 4-24. The purpose of this policy was to codify a process for developing, approving, updating and evaluating the success of governance policies.

This policy provides that the board will directly monitor eight of its own board policies. This governance process was implemented to ensure that the board is regularly checking to make sure it is following its most important Governance Process and Board/Staff Relationship policies, and to provide opportunities for feedback and/or course corrections where needed.

For Consideration:

The seventh Board Process Achievement Report up for review is the Board Terms of Reference Policy 4-03 (**Appendix A**). The Board director's monitoring report facilitating this review can be found in **Appendix B**.

Public Interest Consideration:

The Board has a 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:

When reviewing the report, it is incumbent on the Board to consider whether any issues or concerns have arisen from a diversity, equity or inclusion perspective.

Recommendation:

That the Board evaluate the success of implementing the Board Terms of Reference Policy 4-03 as presented by the facilitating director's report. In doing this, the board should consider the following questions:

1. The report identifies how the board has interpreted each part of the policy. Does the board agree that these interpretations are accurate?
2. Does the board believe that any policies areas should be interpreted differently?
3. Does the board agree with the evidence identified in the report?
4. Does the board have any recommendations on steps that should be taken to address any concerns that have been identified?

POLICY TYPE: GOVERNANCE PROCESS**4-03 Board Terms of Reference**

Board Composition

1. The Board is composed of elected and public members in accordance with the Opticianry Act, 1991.
2. Professional board members are elected and serve in accordance with the COO by-laws.

Accountability and Role

3. The Board is established by the Regulated Health Professions Act, 1991 (RHPA) and is accountable to the Minister of Health.
4. The Board's role is to ensure that the COO operates in a manner that is legal, ethical and efficient, so that it fulfills its statutory mandate of regulating the profession of opticianry in the public interest.

Authority and Responsibilities

The Board has ultimate responsibility for its actions. The Board's responsibilities include:

5. Performing such functions as are assigned to it under these Terms of Reference, the RHPA, the Opticianry Act, 1991, the regulations under those acts, and the COO by-laws and policies
6. Considering and proposing changes to applicable legislation and regulations.
7. Developing and approving by-laws, standards of practice and practice guidelines.
8. Developing, approving and monitoring the implementation of board policies, including:
 - a. Strategic Outcomes Policies
 - b. Operational Boundaries Policies
 - c. Board-Staff Relationship Policies
 - d. Governance Process Policies
9. Setting the COO's strategic goals and direction and overseeing implementation of the strategic plan.
10. Approving the annual budget and audited financial statements.
11. Engaging a Registrar, CEO to oversee the operations of the organization and implement the Board's strategic plan.

12. Providing input and support to the Registrar, CEO to ensure they are provided with sufficient guidance and resources to achieve the Board's strategic outcomes.
13. Monitoring the Registrar, CEO's performance and, where necessary, determining to terminate the Registrar, CEO's employment
14. Appointing statutory and non-statutory committees to carry out the functions assigned to them under RHPA and/or by the Board.
15. Appointing individuals to sit on COO committees in accordance with the by-laws.
16. Receiving and reviewing quarterly and/or annual reports from COO committees.
17. Ensuring, through regular stakeholder engagement, that COO policies and processes are consistent with the COO's mandate, changing public expectations, and the Board's values, including its commitment to diversity, equity and inclusion.

APPENDIX B

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

For each policy criterion, please indicate how the Board has met the policy criteria

Board Terms of Reference Policy 4-03 Monitoring Template					
#	Policy Criteria	Board Interpretation of Policy Criteria (i.e., what does compliance with each policy criteria look like?)	Evidence Board has met the criteria	Deficiencies and/or Recommendations	Conclusion: Level of Achievement 1 – Compliance Not Achieved 2 – Compliance Partially Achieved 3 – Compliance Fully Achieved
1	The Board is responsible for considering and proposing changes to applicable legislation and regulations	<i>Compliance would be achieved if the Board has kept abreast of the regulatory climate and best practices and proposed any applicable change.</i>	<i>The Board has met its responsibilities as it kept the College ahead of the proposed changes in regulation as stated by the Harry Cayton report. By pre-emptively reassessing and, when needed, restructuring our practices.</i>	No recommendations	#3
2	The Board is responsible for developing and approving by-laws, standards of	<i>Compliance would be achieved if the Board develops and approves by-laws, standards of practice and</i>	<i>The Board has met its responsibilities as evidenced by its review of Bylaw 5.1 for Inactive class fees and Insurance. As well as its continuous monitoring for Covid 19 practice guidelines.</i>	No recommendation	#3

	practice and practice guidelines	<i>practice guidelines as required.</i>			
3	The Board is responsible for developing, approving and monitoring the implementation of board policies.	<i>Compliance would be achieved if the Board develops and implements policies that fulfill the Board's legal, ethical and functional responsibilities.</i>	<i>The Board has met its expectations as it has the Governance committee in place to help develop policies. The Board also monitors a number of policies on a quarterly basis which are indicated at the end of appendices of the policy governance manual on our website.</i>	No recommendation	#3
4	The Board is responsible for setting the COO's strategic goals and direction and overseeing implementation of the strategic plan.	<i>Compliance would be achieved if the Board provides the CEO/Registrar with a clear direction of its vision.</i>	<i>The Board has met its expectations as it had a Strategic Planning session and has provided a strategic plan for the upcoming 3-year period. The Board also meets its role as it monitors the implementation of its desired direction with many monitoring reports provided by the CEO/registrar at our Board meetings.</i>	No recommendation	#3

5	The Board is responsible for approving the annual budget and audited financial statements.	<i>Compliance would be achieved if the Board approves a budget that is fiscally responsible and audited by a respected accounting firm.</i>	<i>The Board has met its role as it approves the annual budget at our December meeting. The Board also fulfills its role by approving the audited financial statements. Also, by monitoring the accounting firms audit and engaging in a discussion to clarify any concerns it may have.</i>	No recommendation	#3
6	The Board is responsible for Engaging a Registrar, CEO to oversee the operations of the organization and implement the Board's strategic plan.	<i>Compliance would be achieved if the CEO, Registrar has overseen the operations and implemented the Boards strategic plan.</i>	<i>The Board has met its role as per policy 3-03. The CEO has demonstrated his understanding of his role as demonstrated by his staff management and the need to hire new staff at key positions. The Board is also updated on the COO's strat plan by the Registrar with quarterly reports throughout the year.</i>	No recommendation	#3

7	The Board is responsible for providing input and support to the Registrar, CEO to ensure they are provided with sufficient guidance and resources to achieve the Board's strategic outcomes.	<i>Compliance would be achieved if the Board has provided support and guidance to achieve the Boards strategic outcomes.</i>	<i>The Board has met its responsibilities as per policy 4-01 Governance approach policy. The Board's approving of the budget and strategic plan and the Registrar implementing it as they see it without interference.</i>	No recommendation	#3
8	The Board is responsible for monitoring the Registrar, CEO's performance and, where necessary, determining to terminate the Registrar, CEO's employment.	<i>It has the ability to assess and monitor the Registrars, CEOs performance to confirm it falls in line with the Boards vision and expectations.</i>	<i>The Board has met its responsibilities as it has an executive subcommittee as per policy 3-07 that reviews CEO's performance on a yearly basis. The board also receives monitoring reports from the CEO which in turn help the Board keep abreast of the CEO's performance.</i>	No recommendation	#3
9	The Board is responsible for ensuring, through regular stakeholder engagement, that COO policies and processes are	<i>It continuously seeks stakeholder engagement and revisits the changing public expectations of the Board</i>	<i>The Board has met its responsibilities by showing commitment to the changing values by including a briefing note in all of its decisions and how it has taken into account of the public interest. The board has also embarked and continued providing diversity, equity and inclusion training.</i>	No recommendation	#3

	consistent with the COO's mandate, changing public expectations, and the Board's values, including its commitment to diversity, equity and inclusion.				
10	The Board is responsible for appointing statutory and non-statutory committees to carry out the functions assigned to them under RHPA and/or by the Board.	<i>Has established the necessary statutory and non-statutory committees to function efficiently as a board.</i>	<i>The Board has met its responsibilities as it has maintained 7 statutory and 3 non-statutory committees to carry out its functions. It has shown its fluidness and adaptability to establishing non-statutory committees in dealing with the pandemic and the screening committee for new applicants for board and committee positions.</i>	No recommendation	#3
11	The Board is responsible for Appointing individuals to sit on COO committees in accordance with the by-laws.	<i>If the committees are filled appropriately with the mandated number of qualified individuals.</i>	<i>The board has met its responsibilities as it has introduced a new screening interview process to ensure qualified individuals are considered for new members. The board has also increased the number of professional and public appointed members to enlarge the pool of different viewpoints.</i>	No recommendation	#3

12	The Board is responsible for Receiving and reviewing quarterly and/or annual reports from COO committees.	<i>Compliance would be achieved if the Board views and monitors quarterly and /or annual reports from all committees.</i>	<i>The Board has met its responsibilities as it is consistently been provided with reports from all COO committees for review at the obligated time frame. As Per CPMF we are compliant.</i>	No recommendation	#3
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Respectfully submitted,



**Kevin Cloutier RO, Elected Member
Board Director Facilitating Review**

September 21, 2022

Date