

## BRIEFING NOTE

**TO:** Board of Directors

**FROM:** Stephen Kinsella, Chair, Facilitating Director

**DATE:** March 6, 2023

**SUBJECT:** Board Monitoring System Policy 4-25 Monitoring Report

☐ For Decision

☐ For Information

☒ Monitoring Report

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### Purpose:

To review the Board Monitoring System Policy 4-25 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:

A monitoring report on the Board Monitoring System Policy is attached as Appendix A. A copy of the policy is attached as 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 Governance Approach Policy 4-01 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?

## Appendix A

<div>Board Monitoring System Policy 4-25</div> <div>Monitoring Report</div>					
#	Policy Criteria	Board Interpretation of Policy Criteria	Evidence Board has met the criteria	Deficiencies and Recommendations	Conclusion: Level of Achievement 1 – Compliance Not Achieved 2 – Compliance Partially Achieved 3 – Compliance Fully Achieved
1.	The Board is committed to a thorough review and evaluation of Monitoring Reports and to providing useful feedback to the Registrar, CEO.	The Board will have fulfilled this policy criterion if it adheres to the schedule set out in Appendix 1 to policy 4-25	All policies brought forward for review in 2022 and the Board provided feedback and voted in favor of which was recorded and passed by motions	None	3
2.	Monitoring will be as automatic as possible such that the majority of the Board's time can be focused on designing the future.	The Board will have fulfilled this policy criteria by reviewing the detailed reports at each meeting	The Registrar presented monitoring reports, which were discussed, voted on, and passed by motions and recorded	None	3
3.	Monitoring of the Registrar, CEO is considered synonymous with monitoring organizational performance.	The Board will have fulfilled this policy if it regularly reviews and assesses monitoring reports from the Registrar, CEO	The Registrar presented reports which were measurable and reasonable interpretations and the Board accepted them. The Board monitors its own performance through the Registrar	None	3
4.	The Board will record in the Board meeting minutes the outcome of its evaluation of each report as to whether	The Board will have fulfilled this policy if the minutes reflect its evaluation of the monitoring reports	The minutes provide proof that the Board monitored the performance of the CEO and achieved this policy	None	3

Appendix A

	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.	The Board will have fulfilled this policy if it conducts a detailed performance review of the CEO	The Board fulfilled this policy and reviewed in detail the performance of the CEO	None	3

Respectfully submitted,

  
Stephen Kinsella

March 6, 2023

### POLICY TYPE: GOVERNANCE PROCESS

#### 4-25 Board Monitoring System Policy

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##### **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