

BRIEFING NOTE

TO: Board of Directors

FROM: Governance Committee

DATE: October 5, 2020

SUBJECT: Appointing Non-Opticians to Committees

For Decision

For Information

Monitoring Report

Purpose:

To consider proposed amendments to the by-laws that would permit the Board to appoint non-opticians to committees as appointed members.

Background:

On December 2, 2019, the Board was asked to consider whether the College should appoint non-opticians to committees.

All health regulatory colleges in Ontario are required to have 7 statutory committees. Most, including the COO, also have a number of non-statutory (standing or ad-hoc) committees. Committee composition is set out in by-law. In the case of certain statutory committees, there are also legislative requirements that must be adhered to. Committees are composed of:

- Elected Board Members (Opticians elected to the Board pursuant to Article 6 of the By-laws)
- Public Members (Non-opticians appointed to the Board by the Lieutenant Governor in Council)
- Appointed Members (Opticians appointed by the Board as Appointed Committee Members under Article 12.2 of the By-Laws)

With the exception of the Executive Committee, all COO Committees are currently composed of Elected Board Members, Public Members and Appointed Members. Executive Committee is made up of 3 Elected Board Members and 2 Public Members.

Presently, the by-laws require that all Appointed Members be registrants of the College.

The Board directed the Governance Committee to investigate the option of appointing non-opticians, including the by-law and policy changes that would be required and the details of how non-optician committee members would be compensated.

For Consideration:

A proposed by-law and policy amendment (**APPENDIX A**) are attached for the Board's consideration.

It is proposed that non-optician appointees would be selected using the same competency-based recruitment and screening process as professional committee appointments and will receive the same honorarium as professional committee members.

This practice is currently permitted under the by-laws of the College of Physicians and Surgeons of Ontario and the College of Midwives of Ontario.

The proposed by-law amendment also seeks to add a 3-month cooling off period for Registrants who were previously employed by the College before they are eligible to sit on committees. The same 3-month cooling off period is being proposed with respect to non-Registrant committee members. The Committee will also be considering whether the by-law provisions pertaining to Board member eligibility should be similarly amended following the close of the current election period.

Public Interest Considerations:

Some potential benefits of appointing non-opticians to committees include:

1. *Additional Public Input:* The addition of non-optician committee appointees would strengthen the public voice at the committee table and permit the COO to further its stated strategic goal of increased public engagement.
2. *Easing the burden on existing Public Members:* Under the RHPA, several statutory committees require 1 or more Public Members in order for panels to be constituted. In addition, under the By-laws, all COO committees (statutory and non-statutory) require 1 or more Public Members.

As a result, Public Members are typically asked to sit on 3 or more committees, which requires a significant time commitment and frequent attendances at the COO. While the COO could amend the by-laws to remove the requirement for Public Members to be on committees where no such legislative requirement exists, this would have the effect of eliminating an important public perspective from the decisions-making process of those committees. If, however, the COO was to appoint non-opticians to committees as Appointed Members, this may ease the burden on Public Members without removing the public-interest perspective from committee work.

3. *Governance Reform:* The Board has been closely monitoring the trends in regulatory governance, including the CNO's Vision 2020. One of the commitments made by the CNO in its Vision 2020 was to separate the functions of council and committees. The CPSO, CNO, Ontario College of Pharmacists and the College of Midwives have mirrored this commitment along with other smaller regulatory colleges.

While this commitment cannot be fully achieved without legislative change, there are steps that can be taken to move the needle in the direction of separating Board and committee work. The addition of non-optician committee members is one way that this can be achieved without legislative change.

Recommendation:

That the Board approve the proposed by-law and policy amendments to appoint non-opticians to committees as recommended by the Governance Committee.

APPENDIX A

POLICY TYPE: GOVERNANCE PROCESS

Appointed Members Policy

The following policy shall govern the Appointed Committee Members of the College of Opticians of Ontario (COO). The policy applies to both Optician and Non-Optician Appointees.

1. The COO shall maintain the required number of Appointed Committee Members as determined each year by the Executive Committee. This will include up to two individuals appointed as Appointed Discipline Committee Members, who will only sit on the Discipline Committee.
2. Each Appointed Committee Member shall be appointed to a two-year term for a maximum of three consecutive terms. The terms shall run from January 1 to December 31 in each two- year period.
3. An Appointed Committee Member who has been appointed for three consecutive terms will be ineligible for re-appointment until two years after their last term ended.
4. In appointing Appointed Committee Members, the Board will not appoint someone who has been an ~~an Elected~~ Director for nine consecutive years unless the individual has not been an ~~an Elected~~ Director in the previous two years immediately preceding the appointment.
5. Appointed Committee Members, except for Appointed Discipline Committee Members, will receive an honorarium for attendance and be reimbursed for associated expenses (as specified in the College by-laws) for any Board meetings they attend.
6. Appointed Committee Members will be required to attend discipline orientation training (as offered by HPRO), for which they will be paid an honorarium and expenses.
7. Eligibility criteria for appointment as an Appointed Committee Member are set out in Article 12.2 of the College's by-laws.
8. The duties of an Appointed Committee Member of the COO may include, but are not limited to:
 - a. Sitting as an active Member of a Statutory or Standing Committee;
 - b. Sitting as an active Member of an Ad-Hoc Committee;

- c. Sitting as an active Member of a panel of the Discipline Committee, Fitness to Practice Committee, Registration Committee, Inquiries, Complaints and Reports Committee or Quality Assurance Committee; and
 - d. Other duties as defined by the Board or the Executive Committee.
9. In the event that a vacancy has occurred on a Statutory, Standing or Ad-hoc Committee, Executive may fill the vacancy with an Appointed Committee Member, other than an Appointed Discipline Committee Member, provided that:
 - a. The vacancy is not for a Public Director;
 - b. The Appointed Committee Member is willing to take on the role of the Committee Member;
 - c. The Appointed Committee Member meets all of the requirements as set out in the COO's by-laws for the position in question; and
 - d. Placing the Appointed Committee Member on the Committee will not constitute a conflict of interest as defined in the COO's internal Conflict of Interest (COI) policy.
10. Appointed Committee Members will not be invited to attend in camera sessions unless circumstances require their attendance in order to address a particular agenda item (e.g. as the chair of a committee) and a motion is carried permitting such attendance. Such attendance will be limited to the portion of the in-camera session where their presence is required.
11. Appointed Committee Members, other than Appointed Discipline Committee Members, will be invited to attend College strategic planning sessions for which they will receive an honorarium and be reimbursed associated expenses.

1.1 Definitions

In these by-laws,

“**Appointed Committee Member**” means an [individual Registrant of the College](#) who is not a Director and who is appointed to a Committee;

12.2 Eligibility for Appointed Committee Members

- (a) A Registrant of the College is eligible for appointment as an Appointed Committee Member if, on the date of the appointment:
- (i) the Registrant is a registered optician who lives in Ontario;
 - (ii) the Registrant is not in default of payment of any required fees;
 - (iii) the Registrant has not been found to have committed an act of professional misconduct or to be incompetent in any discipline proceeding in the six years preceding the date of the appointment;
 - (iv) the Registrant’s certificate of registration has not been revoked or suspended in the six years preceding the date of the appointment by an order of the Discipline Committee;
 - (v) the Registrant’s certificate of registration is not subject to a term, condition, or limitation other than one prescribed by regulation;
 - (vi) the Registrant is not the subject of any disciplinary or incapacity proceedings;
 - (vii) the Registrant is not in default of the requirements of the College’s Quality Assurance Program;
 - (viii) the Registrant has resigned, at least three years prior to being appointed, any position such as director, owner, board member, officer or employee that the Registrant holds with any organization of or for opticians that has as its primary mandate the promotion of the opticianry profession;
 - (ix) the Registrant has resigned, [at least 3 months](#) before being appointed, any employment with the College;

- (x) the Registrant has not been disqualified from the Board within the preceding six years;
- (xi) the Registrant has not initiated, joined, continued or materially contributed to a legal proceeding against the College or any committee or representative of the College within the preceding one year;
- (xii) the Registrant does not have a conflict of interest to serve as a member of a committee or has agreed to remove any such conflict of interest before beginning the appointment;
- (xiii) the Registrant is not in default of returning any required form or information to the College; or
- (xiv) the Registrant is not currently an Elected Director or a candidate for election to the Board.

(b) A person who is not a Registrant is eligible for appointment as an Appointed Committee Member if, on the date of the appointment:

- (i) they are not currently a Director or a candidate for election to the Board;
- (ii) they are not a member of the council of any other RHPA college;
- (iii) they are not a member or registrant of any RHPA college;
- (iv) they have resigned, at least three years prior to being appointed, any position such as director, owner, board member, officer or employee that the individual holds with any organization of or for opticians that has as its primary mandate the promotion of the opticianry profession;
- (v) they have resigned, at least 3 months before being appointed, any employment with the College;
- (vi) they have not been disqualified from the Board within the preceding six years;
- (vii) they have not initiated, joined, continued or materially contributed to a legal proceeding against the College or any committee or representative of the College within the preceding one year;
- (viii) they do not have a conflict of interest to serve as a member of a committee or have agreed to remove any such conflict of interest before beginning the appointment; and



- (ix) they have not been an Appointed Committee Member for more than six consecutive years, or if they have been an Appointed Committee member for six consecutive years, they have not been an Appointed Committee Member in the previous two years immediately preceding the appointment.