

BRIEFING NOTE

TO: Board of Directors

FROM: Governance Committee

DATE: May 17, 2021

SUBJECT: 9.2(a) Role of Board Officers Policy 4-05 Monitoring Report Template

For Decision

For Information

Monitoring Report

Purpose:

To review the Role of Board Officer's 4-05 Monitoring Report Template

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. The Board also approved the monitoring of eight of its own board policies in greater detail under Section 8b of the Board Policy Development Policy 4-24. This governance process supports the development of informed, engaged, and wise policy direction by the Board. The Board requested that Board Monitoring Achievement Report templates be created for each of the eight policies to be under review over the next two years.

For Consideration:

The Role of Board Officer's Policy 4-05 is attached as **Appendix A** and the monitoring template is **Appendix B**. The italicized portion of the template is provided to direct the responsible director to the possible questions they should turn their mind to when completing the template.

The monitoring report for the Role of Board Officer's Policy 4-05 is scheduled to be delivered to the Board at its meeting in October 2021. It is necessary for one director to take on the responsibility of completing this template and speaking to the matter at the meeting. In the event that no director volunteers, the Chair may designate a responsible director.

Recommendations:

That the Board approve the Role of Board Officer's Policy 4-05 monitoring template as recommended by the Governance Committee.

That the Chair appoint a Board director to complete the report and present it to the Board at its October 2021 meeting.

POLICY TYPE: GOVERNANCE PROCESS

4-05 Role of Board Officers Policy

The Board of the COO has five officers. Two of these officers are the Chair and the Vice Chair. Their mandates and job expectations are outlined below.

Chair of the Board

Mandate of the Chair of the Board:

The Chair has the following mandate and purpose:

1. To lead and facilitate the Board process and coordinate the Board's efforts to govern.
2. To be an ex-officio member of all Committees and working groups.
3. To represent the Board to outside parties and be the authorized spokesperson for the Board.

(Note: The Registrar, CEO is the official, authorized spokesperson for the COO as a whole).

Responsibilities:

The responsibilities of the Chair of the Board include:

1. Ensuring effective Board process
2. Ensuring that the Board behaves consistently with its own Governance Process and Governance-Staff Relationship Policies.
3. Ensuring the integrity and efficiency of the Board by presiding in a manner (directly or through delegation to an appropriate meeting chair or facilitator) which fairly directs the group and promotes participation and adherence to the rules of order.
4. Ensuring that the Board achieves governance requirements legitimately imposed upon it by external sources.
5. Serving as the Board Chair and the Chair of the Executive Committee.
6. Ensuring that Board decisions and actions are in accordance with the organization's mandate, Strategic Ends Policies, and values.
7. Overseeing the development of an Annual Board Strategic Agenda/Work Plan which sets goals and priorities for the Board.
8. Working with staff to set the Board meeting agendas consistent with the Annual Board Strategic Agenda/Work Plan and the Board Meeting Agenda Policy.
9. Ensuring that the content of meeting discussion and decisions only pertain to those issues, which according to the Board policy, clearly belong to the Board to decide and not the Registrar, CEO.
10. Ensuring that deliberation is fair, open, and thorough but also efficient, timely, orderly and on topic.
11. Maintaining an effective working relationship with the Registrar, CEO, other Board Officers (including, in particular, the Vice Chair), and Directors to ensure the free flow of information among these individuals, and that Directors have opportunity to provide input on Board and governance matters
12. Representing Board's policy positions in meetings with senior government officials, politicians, Board officers of allied organizations and in other instances as determined by the Board or requested by the Registrar, CEO.

General Board Officers

Mandate of the General Board Officers

The three general Board officers have the following mandate and purpose:

1. To serve as members of the Executive Committee.
2. To support the Chair and Vice Chair by assisting with specific assignments to facilitate effective Board process.

13. Representing the Board at external events, including registrant and industry events.
14. Chairing and presiding at all meetings of the Board, Executive Committee, or any special meeting of registrants. The Chair may delegate the responsibility to chair all or part of any meeting.
15. Performing such official (signatory) duties as required by the COO's By-laws.
16. Serving as the official spokesperson for the Board.

Chair's Authority:

1. The Chair is empowered to chair Board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing) in accordance with the Board's Rules of Order.
2. The Chair has no individual authority to make decisions about policies created by the Board. The Chair furthermore has no individual authority to supervise or direct the Registrar, CEO as that authority is held by the Board.
3. Authority as an ex-officio Committee/working group member:
 - a. As an ex-officio member of all Committee and working group, the Chair has the authority to attend any Committee or working group meetings, as follows:
 - i. To periodically observe (no more than once per Committee/working group per 2-year term) the work being carried out by a Committee or working group; and/or
 - ii. As needed to address any governance concerns pertaining to the Committee or working group.
 - b. The Chair will ensure that they do not have a conflict of interest with respect to any matters on the agenda for the meeting and that they provide advance notice to the chair of the Committee or working group.
 - c. The Chair will not attend any meetings of a panel of the Inquiries, Complaints and Reports Committee (ICRC), the Registration Committee or the Quality Assurance Committee unless they have been appointed to that panel by the Chair of that Committee.

Note: During the absence or inability of the Chair to act or carry out their role, the duties and powers of the Chair may be exercised by the Vice Chair.

Vice Chair of the Board

Mandate of the Vice Chair of the Board:

The Vice Chair has the following mandate and purpose:

1. To exercise the duties and powers of the Chair in the absence or inability of the Chair to act or carry out their role.
2. To support the Chair by assisting with specific assignments to facilitate effective Board process.
3. To serve as the Vice Chair of the Executive Committee.
4. To prepare and orient towards the possibility of becoming the Board Chair.
5. To be invited to attend external events, including registrant or industry events, together with the Chair where such attendance will further the Vice-Chair's education and orientation of the role of the Chair, and/or provide additional support to the Chair at such events (e.g. where the Chair is a Public Member and the Vice Chair is an Elected Member, and would be able to supplement the Chair's knowledge or understanding of opticianry-related subject matter).

APPENDIX B

By monitoring this policy, the Board seeks to understand whether the mandate and responsibilities assigned to its officers are helping it to achieve its mandate. It is not intended as an evaluation of individual officer performance.

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

| Role of Board Officers Policy 4-05 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 Recommendations | Conclusion: Level of Achievement 1 – Compliance Not Achieved 2 – Compliance Partially Achieved 3 – Compliance Fully Achieved |
| 1 | The mandate and responsibilities of the Chair permit the Board to achieve its strategic goals and mandate | <i>How would you define the Board's mandate? How does the chair's mandate and responsibilities, as set out in the policy, fit into the Board's mandate?</i> | <i>Are there examples of the chair meeting their responsibilities (e.g. are there examples of the chair ensuring effective Board process at a board meeting session)? Are there examples of the chair not meeting their responsibilities? If so, what did the Board do, if anything, to correct this?</i> | | |

| | | | | | |
|---|--|---|--|--|--|
| 2 | The mandate and responsibilities of the Vice-chair permit the Board to achieve its strategic goals and mandate | <i>How would you define the Board's mandate? How does the vice-chair's mandate and responsibilities, as set out in the policy, fit into the Board's mandate?</i> | <i>Are there examples of the vice-chair meeting their responsibilities? Are there examples of the vice-chair not meeting their responsibilities? If so, what did the Board do, if anything, to correct this?</i> | | |
| 3 | The mandate and responsibilities of the Board's officers permit the Board to achieve its strategic goals and mandate | <i>How would you define the Board's mandate? How does the mandate and responsibilities of board officers, as set out in the policy, fit into the Board's mandate?</i> | <i>Are there examples of the board officers following/ not following their mandate and purpose? If issues arose, what steps, if any, did the Board take to correct course?</i> | | |

Respectfully submitted,

John Smith, Member
Board Director Facilitating Review

Date