

## BRIEFING NOTE

**TO:** Council

**FROM:** Governance Committee

**DATE:** February 26, 2020

**SUBJECT:** 13.3 Stakeholder Feedback to Proposed By-Law Amendments to Council and Member Terminology and Council and Committee Member Eligibility Criteria

☒ For Decision

☐ For Information

☐ Monitoring Report

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### Purpose:

To review the stakeholder feedback to the proposed By-law amendments to Council and member terminology and Council and committee member eligibility criteria.

### Background:

In keeping with the COO's commitment to taking steps to achieve reform within our existing legislative framework, the Governance Committee identified two initial areas for governance modernization:

1. Changing the titles of people and groups within the COO
2. Introducing a mandatory cooling off period for individuals who held positions within professional associations

The Committee brought these draft by-law amendments to Council at its December 2, 2019 meeting with a recommendation to approve it for stakeholder feedback with a circulation period of 30 days. Council approved the recommendation and the draft by-law amendments were initially circulated via e-blast to members on December 13, 2019. A second e-blast was sent to members on January 10, 2020, as well as notification via Facebook and Twitter and a final reminder on January 13, 2020. In addition, links to the proposed amendments, background information and survey were posted to the College's website. Individuals were invited to answer survey questions and provide any comments before January 13, 2020.

A total of 21 responses were received. This represents 0.7% of the College membership. A summary of the survey results, together with comments, is attached for review and consideration. Please note that the low response rates may be informative, but are not statistically valid.

**For Consideration:**

The Governance Committee recommends that Council approve and adopt the proposed by-law amendments as set out in the attached draft.

The College of Opticians of Ontario proposes to make the following changes to its by-laws:

**1. Changing the titles of Council roles and College Members**

The College is proposing changes to the titles of Council roles and College Members to make their roles and responsibilities clearer to the public and more consistent with the nomenclature of boards. The College has proposed the following amendments:

Current Terminology	Proposed Terminology
Council of the College	Board of Directors of the College
Council Member(s)	Director(s)
President of Council	Chair of the Board of Directors
Vice-President of Council	Vice-Chair of the Board of Directors
Members	Registrants

**1. Introducing a mandatory cooling off period for individuals who held positions within professional associations.**

The College is considering a mandatory 3 year cooling off period for any person who has held a position at any professional association for opticians before becoming a council or committee member at the College. This proposal is meant to ensure a clear separation between the College, which has a mandate to protect the public, and the professional opticianry associations, who have a mandate to advocate for opticians.

The following chart sets out the wording of the proposed new by-laws and an explanation for each proposed by-law.

**PROPOSED BY-LAW AMENDMENTS**

Current Language	Proposed Language	Explanation/Rationale
<b>ARTICLE 1: INTERPRETATION</b>		
<b>1.1 Definitions</b>		
In these by-laws,  “ <b>Appointed Committee Member</b> ” means a Member of the College who is not a member of the Council of the College and who is appointed to a statutory or non-statutory committee;	In these by-laws,  “ <b>Appointed Committee Member</b> ” means a <del>Member</del> <u>Registrant</u> of the College who is not a <del>member of the Council of the College-Director</del> and who is appointed to a <del>statutory or non-</del>	Amended to reflect updated terminology.  The reference to statutory and non-statutory committees has also been simplified so that it is consistent with the other definitions in this section.

Current Language	Proposed Language	Explanation/Rationale
	<del>statutory committee</del> <u>Committee</u> ;	
	<u>“Board” or “Board of Directors” means the council of the College within the meaning of section 1(1) of the RHPA and section 7 of the <i>Opticianry Act</i>;</u>	Added to reflect the change in terminology from “Council” to “Board” or “Board of Directors”.
	<u>“Chair” means the chair of the Board of Directors of the College;</u>	Added to reflect the change in terminology from “President” to “Chair”.
<b>“Code”</b> means the <i>Health Professions Procedural Code</i> , being Schedule 2 to the <i>Regulated Health Professions Act</i> , 1991, S.O. 1991, c. 18	<b>“Code”</b> means the <i>Health Professions Procedural Code</i> , being Schedule 2 to the <del><i>Regulated Health Professions Act</i>, 1991, S.O. 1991, c. 18</del> <u>RHPA</u> ;	Amended for clarity/consistency with the other definitions in this section.
<b>“College”</b> means the College of Opticians of Ontario;	<b>“College”</b> means the College of Opticians of Ontario;	No change.
<b>“Committee”</b> means a committee of the College, including a statutory, standing, or ad hoc committee, and includes a panel of that Committee;	<b>“Committee”</b> means a committee of the College, including a statutory, standing, or ad hoc committee, and includes a panel of that Committee;	No change.
<b>“Committee Member”</b> means a member of a Committee, including Elected Council Members, Appointed Committee Members, and Public Council Members;	<b>“Committee Member”</b> means a member of a Committee, including Elected <del>Council Members</del> <u>Directors</u> , Appointed Committee Members, and Public <del>Council Members</del> <u>Directors</u> ;	Amended to reflect updated terminology.
<b>“Council”</b> means the Council of the College;	<del><b>“Council”</b> means the Council of the College;</del>	See definition of “Board” or “Board of Directors”.
<b>“Council Member”</b> means an Elected Council Member or a Public Council Member;	<del><b>“Council Member”</b> means an Elected Council Member or a Public Council Member;</del>	See definition of “Director”.

Current Language	Proposed Language	Explanation/Rationale
“Deputy Registrar” means the Deputy Registrar of the College;	“Deputy Registrar” means the Deputy Registrar of the College;	No change.
	<u>“Director” means a member of the Board of Directors of the College;</u>	Added to reflect terminology change from “Council Member” to “Director”.
“Discipline Committee” means the Discipline Committee of the College;	“Discipline Committee” means the Discipline Committee of the College;	No change.
“Elected Council Member” means a Member elected to Council in accordance with the by-laws and includes a Member elected in a by-election or appointed to fill a vacancy created by an Elected Council Member ceasing to be a member of Council prior to the completion of his or her term;	“Elected <del>Council Member</del> <u>Council MemberDirector</u> ” means a <del>Member-Registrant</del> elected to <del>Council</del> <u>the Board</u> in accordance with the by-laws and includes a <del>Member-Registrant</del> elected in a by-election or appointed to fill a vacancy created by an Elected <del>Council Member</del> <u>Council MemberDirector</u> ceasing to be a member of <del>Council</del> <u>the Board of Directors</u> prior to the completion of <del>his or her</del> <u>their</u> term;	Amended to reflect updated terminology.  Pronouns amended for gender neutrality.
“Executive Committee” means the Executive Committee of the College;	“Executive Committee” means the Executive Committee of the College;	No change.
“ <i>ex-officio</i> ” means “by virtue of the office” and, for greater certainty, unless otherwise specifically provided for, all <i>ex-officio</i> members of a committee have all of the rights, responsibilities and powers of any other members of the committee, including the right to vote;	“ <i>ex-officio</i> ” means “by virtue of the office” and, for greater certainty, unless otherwise specifically provided for, all <i>ex-officio</i> members of a committee have all of the rights, responsibilities and powers of any other members of the committee, including the right to vote;	No change.
“First Annual Meeting” means the first meeting of Council in each calendar year;	“First Annual Meeting” means the first meeting of <del>Council</del> <u>the Board</u> in each calendar year;	Amended to reflect updated terminology.

Current Language	Proposed Language	Explanation/Rationale
<b>“Fitness to Practise Committee”</b> means the Fitness to Practise Committee of the College;	<b>“Fitness to Practise Committee”</b> means the Fitness to Practise Committee of the College;	No change.
<b>“Governance Committee”</b> means the Governance Committee of the College;	<b>“Governance Committee”</b> means the Governance Committee of the College;	No change.
<b>“Inquires, Complaints and Reports Committee”</b> means the Inquiries, Complaints and Reports Committee of the College;	<b>“Inquires, Complaints and Reports Committee”</b> means the Inquiries, Complaints and Reports Committee of the College;	No change.
<b>“Last Annual Meeting”</b> means the last Council meeting that takes place in each calendar year;	<b>“Last Annual Meeting”</b> means the last <del>Council-Board</del> meeting that takes place in each calendar year;	Amended to reflect updated terminology.
<b>“Life Member”</b> has the meaning ascribed thereto in Article 3.1;	<b>“Life Member”</b> has the meaning ascribed thereto in Article 3.1;	No change.
<b>“Member”</b> means a Member, of any class of registration, of the College. Where the situation requires, Member also includes a person whose certificate of registration with the College is under suspension;	<del><b>“Member”</b> means a Member, of any class of registration, of the College. Where the situation requires, Member also includes a person whose certificate of registration with the College is under suspension;</del>	See definition of “Registrant”.
<b>“Opticianry Act”</b> means the <i>Opticianry Act, 1991</i> , S.O. 1991, c. 34, and any Act that may be substituted therefore, as from time to time amended;	<b>“Opticianry Act”</b> means the <i>Opticianry Act, 1991</i> , S.O. 1991, c. 34, and any Act that may be substituted therefore, as from time to time amended;	No change.
<b>“Patient Relations Committee”</b> means the Patient Relations Committee of the College;	<b>“Patient Relations Committee”</b> means the Patient Relations Committee of the College;	No change.

Current Language	Proposed Language	Explanation/Rationale
<b>“President”</b> means the President of the College;	<del>“President” means the President of the College;</del>	See definition of “Chair”.
<b>“Professional association”</b> means an organized group that promotes the interests of the profession but does not include a school whose sole purpose is to educate;	<b>“Professional association”</b> means an organized group that promotes the interests of the profession but does not include a school whose sole purpose is to educate;	No change.
<b>“Public Council Member”</b> means a member of Council appointed by the Lieutenant Governor in Council;	<b>“Public <del>Council</del> MemberDirector”</b> means a member of <del>Council</del> <u>the Board of Directors</u> appointed by the Lieutenant Governor in Council;	Amended to reflect updated terminology.
<b>“Quality Assurance Committee”</b> means the Quality Assurance Committee of the College;	<b>“Quality Assurance Committee”</b> means the Quality Assurance Committee of the College;	No change.
	<u><b>“Registrant” means a member of the College within the meaning of section 1(1) of the RHPA and is a person who holds a certificate of registration with the College in any class of registration. Where the situation requires, Registrant also includes a person whose certificate of registration with the College is under suspension;</b></u>	Added to reflect terminology change from “Member” to “Registrant”.
<b>“Registrar”</b> means the Registrar of the College;	<b>“Registrar”</b> means the Registrar of the College;	No change.
<b>“RHPA”</b> means the <i>Regulated Health Professions Act, 1991</i> , S.O. 1991, c. 18, and any Act that may be substituted therefore, as from time to time amended and includes the regulations made under it;	<b>“RHPA”</b> means the <i>Regulated Health Professions Act, 1991</i> , S.O. 1991, c. 18, and any Act that may be substituted therefore, as from time to time amended and includes the regulations made under it;	No change.

Current Language	Proposed Language	Explanation/Rationale
<b>“Registration Committee”</b> means the Registration Committee of the College;	<b>“Registration Committee”</b> means the Registration Committee of the College;	No change.
<b>“Regulations”</b> means the Regulations promulgated pursuant to the <i>Opticianry Act</i> or RHPA;	<b>“Regulations”</b> means the Regulations promulgated pursuant to the <i>Opticianry Act</i> or RHPA;	No change.
<b>“Signing Officers”</b> means the President, the Vice-President, the Registrar and the Deputy Registrar;	<b>“Signing Officers”</b> means the <del>President</del> <b>Chair</b> , the Vice- <del>President</del> <b>Chair</b> , the Registrar and the Deputy Registrar;	Amended to reflect updated terminology.
<b>“Standing committee”</b> means a committee of the College which is not a statutory committee but which is specifically established by the by-laws;	<b>“Standing committee”</b> means a committee of the College which is not a statutory committee but which is specifically established by the by-laws;	No change.
<b>“Statutory committee”</b> means a committee of the College established by the Code; and	<b>“Statutory committee”</b> means a committee of the College established by the Code; and	No change.
	<b><u>“Super Majority Vote” means a vote by the Board which requires 75% or more of Directors present and voting to vote in the affirmative in order for the motion to be carried;</u></b>	This addition is to give effect to the new proposed Schedule E to the by-laws.
<b>“Vice-President”</b> means the Vice-President of the College;	<b>“Vice-<del>President</del><b>Chair</b>”</b> means the Vice- <del>President</del> <b>Chair</b> of the <b><u>Board of Directors of the</u></b> College;	Amended to reflect terminology change from “Vice-President” to “Vice-Chair”.



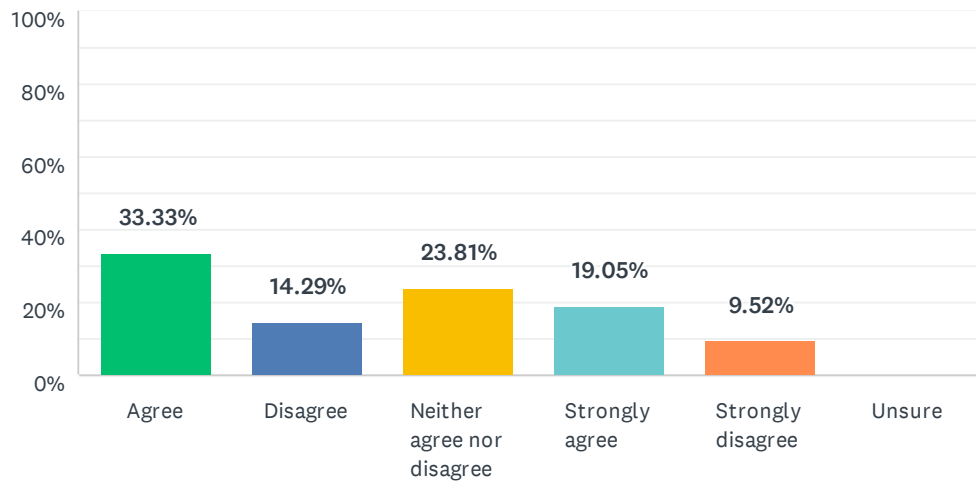
Current Language	Proposed Language	Explanation/Rationale
<b>ARTICLE 6: ELECTED COUNCIL MEMBERS<sup>1</sup></b>		
<b>6.3 Eligibility for Election</b>		
<p>A Member is eligible for election to Council in an electoral district if, on the deadline for the receipt of nominations and up to and including the date of the election:</p> <p>(h) the Member has resigned, before being nominated for election, any position such as director, owner, board member, officer or employee that the Member holds with a professional association relating to opticianry;</p>	<p>A <del>Member-Registrant</del> is eligible for election to <del>Council-the Board</del> in an electoral district if, on the deadline for the receipt of nominations and up to and including the date of the election:</p> <p>(h) the <del>Member-Registrant</del> has resigned, <u>at least three years prior to before</u> being nominated for election, any position such as director, owner, board member, officer or employee that the <del>Member Registrant</del> holds with a professional association relating to opticianry;</p>	<p>Amended to reflect updated terminology.</p> <p>Amended to introduce a three-year cooling off period for any person who has held a position at the Ontario Opticians Association or any other professional association for opticians before becoming an elected director or committee member at the College.</p>
<b>ARTICLE 12: COMMITTEE APPOINTMENTS AND PROCEDURES</b>		
<b>12.2 Eligibility for Appointed Committee Members</b>		
<p>(a) A Member of the College is eligible for appointment as an Appointed Committee Member if, on the date of the appointment:</p> <p>(viii) the Member has resigned, before being appointed, any position such as director, owner, board member, officer or employee that the member holds with a professional association relating to opticianry;</p>	<p>(a) A <del>Member-Registrant</del> of the College is eligible for appointment as an Appointed Committee Member if, on the date of the appointment:</p> <p>(viii) the <del>Member-Registrant</del> has resigned, <u>before-at least three years prior to</u> being appointed, any position such as director, owner, board member, officer or employee that the member holds with a</p>	<p>Amended to reflect updated terminology.</p> <p>Amended to introduce a three-year cooling off period for any person who has held a position at the Ontario Opticians Association or any other professional association for opticians before becoming an Appointed Committee Member.</p>

<sup>1</sup> In the event that the amendments to Article 1: Interpretations are approved, the title of this article will be amended to reflect the change in terminology from “Elected Council Members” to “Elected Directors”.

Current Language	Proposed Language	Explanation/Rationale
	professional association relating to opticianry;	

## Q1 Do you agree with the College's proposal to change the title, "Council of the College" to "Board of Directors of the College"?

Answered: 21 Skipped: 0



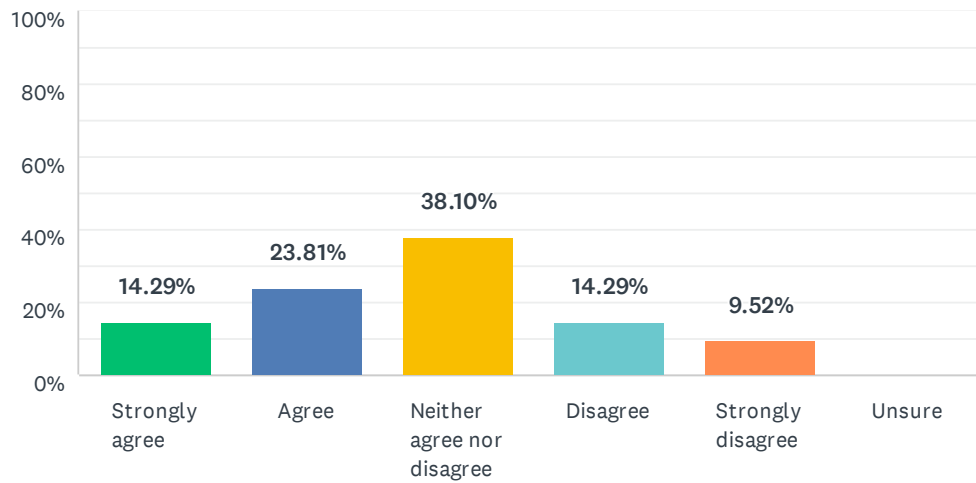
ANSWER CHOICES	RESPONSES	
Agree (2)	33.33%	7
Disagree (4)	14.29%	3
Neither agree nor disagree (3)	23.81%	5
Strongly agree (1)	19.05%	4
Strongly disagree (5)	9.52%	2
Unsure (6)	0.00%	0
<b>TOTAL</b>		<b>21</b>

BASIC STATISTICS				
Minimum 1.00	Maximum 5.00	Median 2.00	Mean 2.62	Standard Deviation 1.21

#	COMMENTS:	DATE
1	IF THE ROLES DONT CHANGE, WHY SHOULD THE NAME CHANGE	1/13/2020 10:12 AM
2	No difference	1/10/2020 5:40 PM
3	KInda like Council more.....Board sounds too business like	12/19/2019 6:17 PM
4	Makes the COO sound like a business/corporation. Why the change?	12/19/2019 2:29 PM

## Q2 Do you agree with the College's proposal to change the title, "Council Member(s)" to "Director(s)"?

Answered: 21 Skipped: 0



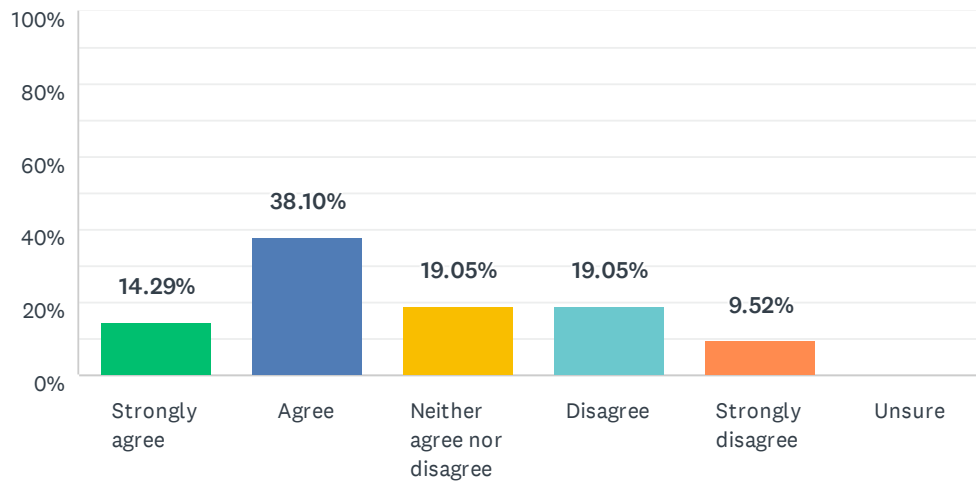
ANSWER CHOICES	RESPONSES	
Strongly agree (1)	14.29%	3
Agree (2)	23.81%	5
Neither agree nor disagree (3)	38.10%	8
Disagree (4)	14.29%	3
Strongly disagree (5)	9.52%	2
Unsure (6)	0.00%	0
<b>TOTAL</b>		<b>21</b>

BASIC STATISTICS				
Minimum 1.00	Maximum 5.00	Median 3.00	Mean 2.81	Standard Deviation 1.14

#	COMMENTS:	DATE
1	IF THE ROLE DOESNT CHANGE, WHY SHOULD THE NAME CHANGE	1/13/2020 10:12 AM
2	No difference	1/10/2020 5:40 PM
3	Again prefer Council	12/19/2019 6:17 PM
4	Sounds too bureaucratic? Are Directors perceived as Public Protectors more than Council Members?	12/19/2019 2:29 PM

### Q3 Do you agree with the College's proposal to change the title, "President of Council" to "Chair of the Board of Directors"?

Answered: 21 Skipped: 0



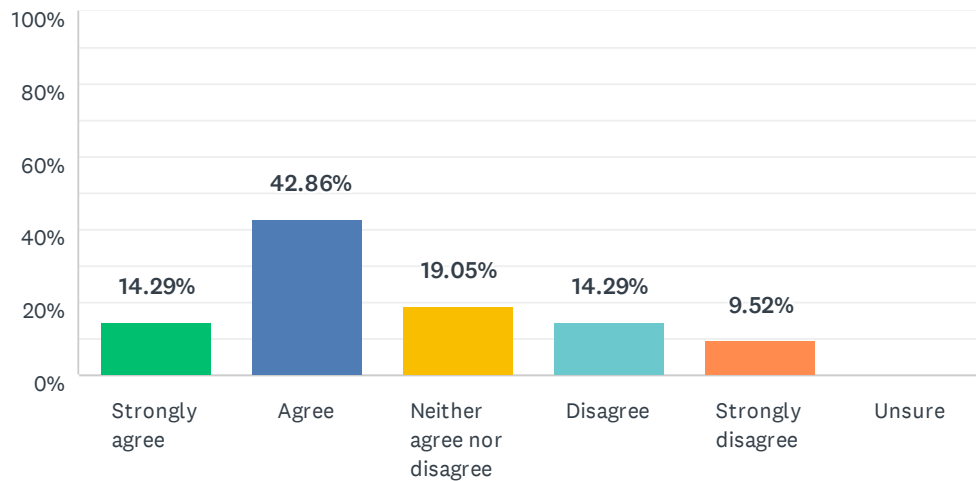
ANSWER CHOICES	RESPONSES	
Strongly agree (1)	14.29%	3
Agree (2)	38.10%	8
Neither agree nor disagree (3)	19.05%	4
Disagree (4)	19.05%	4
Strongly disagree (5)	9.52%	2
Unsure (6)	0.00%	0
<b>TOTAL</b>		<b>21</b>

BASIC STATISTICS				
Minimum 1.00	Maximum 5.00	Median 2.00	Mean 2.71	Standard Deviation 1.20

#	COMMENTS:	DATE
1	Chair of the council	1/13/2020 4:50 PM
2	WHY	1/13/2020 10:12 AM
3	Whether you call it council or board, Chair is a more reasonable title	1/10/2020 5:40 PM
4	I think of all the proposed title changes this one would be the most confusing.	12/30/2019 12:02 PM
5	Council is better	12/19/2019 6:17 PM
6	See previous comments.	12/19/2019 2:29 PM

## Q4 Do you agree with the College's proposal to change the title, "Vice-President of Council" to "Vice-Chair of the Board of Directors"?

Answered: 21 Skipped: 0



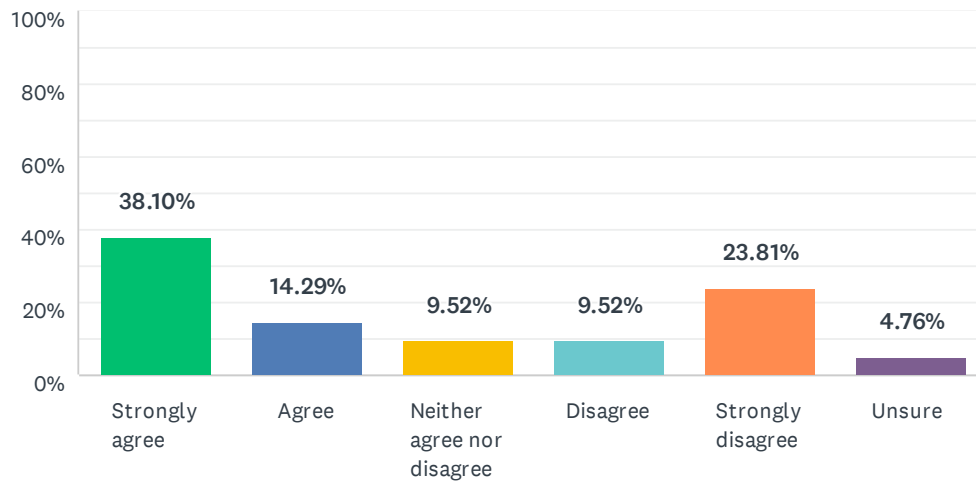
ANSWER CHOICES	RESPONSES	
Strongly agree (1)	14.29%	3
Agree (2)	42.86%	9
Neither agree nor disagree (3)	19.05%	4
Disagree (4)	14.29%	3
Strongly disagree (5)	9.52%	2
Unsure (6)	0.00%	0
<b>TOTAL</b>		<b>21</b>

BASIC STATISTICS				
Minimum 1.00	Maximum 5.00	Median 2.00	Mean 2.62	Standard Deviation 1.17

#	COMMENTS:	DATE
1	Vice chair of the council	1/13/2020 4:50 PM
2	WHY	1/13/2020 10:12 AM
3	same comment as above	1/10/2020 5:40 PM
4	Again, see previous concerns/comments.	12/19/2019 2:29 PM

## Q5 Do you agree with the College's proposal to change the title of "Member(s)" to "Registrant(s)"?

Answered: 21 Skipped: 0



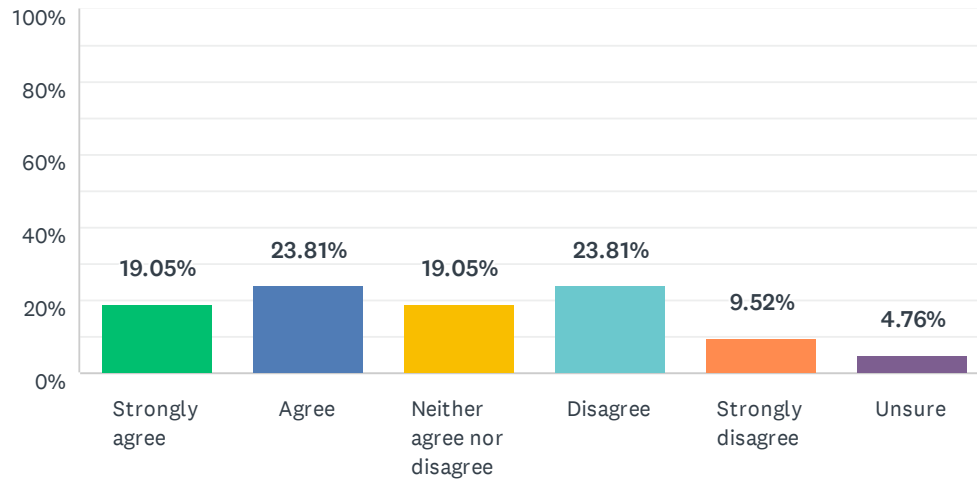
ANSWER CHOICES	RESPONSES	
Strongly agree (1)	38.10%	8
Agree (2)	14.29%	3
Neither agree nor disagree (3)	9.52%	2
Disagree (4)	9.52%	2
Strongly disagree (5)	23.81%	5
Unsure (6)	4.76%	1
<b>TOTAL</b>		<b>21</b>

BASIC STATISTICS				
Minimum 1.00	Maximum 6.00	Median 2.00	Mean 2.81	Standard Deviation 1.76

#	COMMENTS:	DATE
1	WE ARE MEMBERS, WHY SHOULD WE NOW BE CALLED REGISTRANTS? ITS LIKE A STEP DOWN	1/13/2020 10:12 AM
2	I feel the community would not understand that we are members of the board. The rest of the titles are changed to board to be a member of	1/11/2020 6:08 PM
3	I might be wrong but it gives me the impression of someone being in the "process of" rather than being already "registered". A more assertive definition would be more appropriate.	12/19/2019 11:51 PM
4	This better reflects that we are Regulated Health Professionals and not a self serving "club"	12/19/2019 2:29 PM

## Q6 Do you agree with the College's proposal that there be a mandatory 3-year cooling off period between when an individual resigns a position with a professional opticianry association and when they can join the College as a Council or committee member?

Answered: 21 Skipped: 0



ANSWER CHOICES	RESPONSES	
Strongly agree (1)	19.05%	4
Agree (2)	23.81%	5
Neither agree nor disagree (3)	19.05%	4
Disagree (4)	23.81%	5
Strongly disagree (5)	9.52%	2
Unsure (6)	4.76%	1
<b>TOTAL</b>		<b>21</b>

BASIC STATISTICS				
Minimum 1.00	Maximum 6.00	Median 3.00	Mean 2.95	Standard Deviation 1.43



Proposed By-Law Amendments to Council and Member Terminology and Council and Committee  
Member Eligibility Criteria

#	COMMENTS:	DATE
1	Seems quite lengthy A year would be plenty	1/13/2020 4:50 PM
2	OK	1/13/2020 10:12 AM
3	A person that feels they have been mistreated could be applying for a position to better the process. "Cooling" off should NEVER be needed with our association!!!	1/11/2020 6:08 PM
4	Is there a clause to remove from council/board if there is a conflict identified or the individual advocates more for the Optician then members of the public	1/10/2020 5:40 PM
5	if you could provide an example of another professional opticianry association that an individual would resign from, it would clarify why a 3 year cooling off period would be necessary before joining the college as a council or committee member. But regardless, I think 3 years is a little excessive.	1/3/2020 2:59 PM
6	Lessens the chance of conflicts of interest and biases.	12/19/2019 2:29 PM

Q7 Please indicate if you are a:

Answered: 21 Skipped: 0



ANSWER CHOICES		RESPONSES	
Registered Optician with the College (1)		100.00%	21
Member of the Public (2)		0.00%	0
Representative of an Opticianry Association (3)		0.00%	0
Representative of Another Regulatory Body (4)		0.00%	0
Other Stakeholder (5)		0.00%	0
TOTAL			21

BASIC STATISTICS				
Minimum	Maximum	Median	Mean	Standard Deviation
1.00	1.00	1.00	1.00	0.00