

BRIEFING NOTE

TO: Council

FROM: Governance Committee

DATE: February 26, 2020

SUBJECT: 13.2 Amendments to Role of Council Officers Policy 4-15

☒ For Decision ☐ For Information ☐ Monitoring Report

Purpose:

To review proposed amendments to the Role of Council Officers Policy 4-15.

Background:

The Role of Council Officers Policy (4-15) sets out the mandate of the President (Chair), the Vice-President (Vice-Chair) and the three general officers, who together form the Executive Committee of the College.

The Policy was originally approved by Council on December 5, 2017. Since that time, there has been an interest in updating the policy to provide greater clarity on:

- The feedback loop between the President and Vice-President
- Ensuring there are channels of communication for Council Members to provide input to the President;
- The attendance of the Vice-President at external events; and
- The attendance of the President at Committee and working group meetings in an ex-officio capacity.

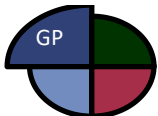
For Consideration:

Proposed updates to the Policy are attached for Council's consideration.

In addition to the issues identified above, further edits have been proposed to the policy for the purpose of clarity, consistency with other governance policies that have been enacted since this Policy was initially approved, and to add reference to the mandate of the three general officers.

Recommendations:

That Council discuss and approve the attached updated Role of Council Officers Policy 4-15, as recommended by the Governance Committee.

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| POLICY TITLE: ROLE OF COUNCIL OFFICERS | POLICY SECTION: GOVERNANCE PROCESS | POLICY NO: 4-15 |  |
| APPROVED BY: COUNCIL | REGULAR COUNCIL POLICY REVIEW FREQUENCY: EVERY 3 YEARS | MONITORING OF COUNCIL COMPLIANCE WITH POLICY CRITERIA FREQUENCY: TBA | |
| DATE APPROVED: DEC 5, 2017 | PRESIDENT’S SIGNATURE: | | |
| DATE REVIEWED / REVISED: | | | |

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

President of the Council

Mandate of the President of the Council:

The President has the following mandate and purpose:

- To lead and facilitate the Council process and coordinate Council's efforts to govern.
 - To be an ex-officio ~~Member~~ member of all ~~Council~~ Committees and ~~w~~Working gGroups.
 - To represent the Council to outside parties and be the authorized spokesperson for the Council.
- (Note: The Registrar, CEO is the official, authorized spokesperson for the COO as a whole).

~~Job Products~~Responsibilities:

The ~~job products~~responsibilities of the President of the Council include:

- Ensuring effective Council process
- Ensuring that the Council behaves consistently with its own Governance Process and Governance-/Staff Relationship Policies.
- Ensuring the integrity and efficiency of the Council ~~process~~ 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, and ensures the intended outcome of Council processes.
- Ensuring that the Council achieves governance requirements legitimately imposed upon it by external sources.
- Serving as the Council Chair and the Chair of the Executive Committee.

- Ensuring that Council decisions and actions are in accordance with the organization's mandate, Strategic Ends Policies, and values.
- Overseeing the development of an Annual Council Strategic Agenda/Work Plan which sets goals and priorities for the Council.
- Working with staff to set the Council meeting agendas consistent with the Annual Council Strategic Agenda/Work Plan and the Council Meeting Agenda Policy.
- Ensuring that the content of meeting discussion ~~content~~ and decisions only apply/pertain to those issues, which according to the Council policy, clearly belong to the Council to decide and not the Registrar, CEO.
- Ensuring that deliberation is fair, open, and thorough but also efficient, timely, orderly and on topic.
- Maintaining an effective working relationship with the Registrar, CEO, other Council Officers (including, in particular, the Vice-President), and Council Members to ensure the free flow of information among these individuals, and that Council Members have opportunity to provide input on Council and governance matters-
- Representing Council's policy positions in meetings with senior government officials, politicians, Council officers of allied organizations and in other instances as determined by the Council or requested by the Registrar, CEO.
- Representing the Council at external events, including registrant and industry events.
- Chairing and presiding at all meetings of the Council, Executive Committee, or any special meeting of ~~the members of the organization~~ registrants. The President may delegate the responsibility to chair all or part of Council any meetings.
- Performing such official (signatory) duties as required by the ~~organization~~ COO's By-laws.
- Serving as the official spokesperson for the Council.

President's Authority:

~~The authority of the President consists of making decisions on behalf of Council that fall within the topics covered by Council policies on Governance Process and Council Staff Relationship, except where the Council specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies. The President is accountable to the full Council for the President's interpretation of Governance Process Policies and Council Staff Relationship Policies.~~

- The President is empowered to chair Council meetings with all the commonly accepted power of that position (e.g. ruling, recognizing) in accordance with the Council's Rules of Order.
- The President has no individual authority to make decisions about Ends and Operational Boundaries policies created by Council. ~~Therefore, the~~ President furthermore has no individual authority to supervise or direct the Registrar, CEO as that authority is held by Council.
- Authority as an ex-officio Committee/working group member:
 - As an ex-officio member of all Committee and working group, the President has the authority to attend any Committee or working group meetings, as follows:
 - To periodically observe (no more than once per Committee/working group per term) the work being carried out by a Committee or working group; and/or
 - As needed to address any governance concerns pertaining to the Committee or working group.

- The President 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.
- The President 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 1: During the absence or inability of the President to act or carry out his/her/their role, the duties and powers of the President may be exercised by the Vice President.

Term:

- ~~The President will be elected for a one (1) year term in accordance with the By-laws.~~
- ~~The President may serve a maximum of two (2) consecutive one (1) year terms.~~
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Vice President of the Council

Mandate of the Vice President of the Council:

The Vice President has the following mandate and purpose:

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

Term:

- ~~The Vice President will be elected for a one (1) year term in accordance with the By-laws. There is no limit to the number of consecutive terms that the Vice President may serve.~~

General Council Officers

Mandate of the General Council Officers

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

- To serve as members of the Executive Committee.
- To support the President and Vice-President by assisting with specific assignments to facilitate effective Council process.