

BRIEFING NOTE

TO: Board of Directors

FROM: Governance Committee

DATE: December 4, 2023

SUBJECT: Quarterly Policies for Content Review

For Decision

For Information

Monitoring Report

Purpose:

To carry out a scheduled content review of policies 3-08, 4-01, and 4-20 for the purpose of determining whether any amendments are necessary.

Background:

The board has implemented a schedule to regularly review the content of its governance policies in order to ensure they remain relevant and continue to serve the board's needs and strategic objectives.

For Consideration:

The following policies are scheduled for content review in Q4 of 2023:

1. **Board Support of the Registrar, CEO Policy 3-08:** This policy relates to the Board's commitment to supporting the Registrar, CEO so that they can effectively carry out their role. No updates are proposed to this policy at this time (see **Appendix A**).
2. **Governance Approach Policy 4-01:** This policy outlines the Board's commitment to Policy Governance as its governance model, and to ensuring that roles are clearly defined between the board and operations. No updates are proposed to this policy at this time (see **Appendix B**).
3. **Board Decision-Making Policy 4-20:** This policy describes the process for how the Board makes decisions and the various steps that will be taken in the process. No updates are proposed to this policy at this time (see **Appendix C**).

Public Interest Consideration:

Regularly reviewing its governance policies ensures that the Board is accountable to its commitments and mandate.

Diversity, Equity and Inclusion Considerations:

The Governance Committee did not identify any concerns from a diversity, equity and inclusion perspective.

Action:

The Governance Committee recommends that the Board approve no changes to the Board Support of the Registrar, CEO Policy, the Governance Approach Policy, and the Board Decision-Making Policy.

POLICY TYPE: BOARD - STAFF RELATIONSHIP

3-08 Board Support of the Registrar, CEO

BACKGROUND

The Board is responsible for:

- a) Setting policy direction to lead the Registrar, CEO and their team in meeting the needs of Ontarians, and
- b) Monitoring progress and achievement of Strategic Outcomes Policies within Operational Boundaries Policies

In support of this, the Board also has an obligation to create a supportive environment and to provide tangible support to the Registrar, CEO and the important role served they serve.

Along with evaluating the Registrar, CEO, the Board has an obligation to ensure that it is supporting the learning and development of the Registrar, CEO. The policy below exists to clarify this part of the Board/Registrar, CEO relationship and to make this commitment to support transparency.

POLICY

The Board will ensure that there is a mechanism in place to provide input, dialogue, support, and development for the Registrar, CEO by:

1. Monitoring the Registrar, CEO's results (through the Board Monitoring System Policy, 4-25), providing feedback on the results achieved, and contributing to Registrar, CEO's learning.
2. Being available to the Registrar, CEO to discuss competing Strategic Outcomes priorities as needed and to give input to redefining priorities among the Strategic Outcomes as required.
3. Being available for consultation and support through informal discussion with the Chair, Vice Chairs and one or more members of the Executive Committee or the Board as requested by the Registrar, CEO. (Note: The Registrar, CEO is not obliged to follow any particular course of action as a result of these informal, consultation discussions).
4. Providing reasonable resources and support for the ongoing learning and professional development of the Registrar, CEO in areas relevant to achievement of the COO's Strategic Outcomes Policies.

Appendix B

POLICY TYPE: GOVERNANCE PROCESS

4-01 Governance Approach Policy

The College of Opticians of Ontario Board (COO) will use the Policy Governance system to guide its approach to governing COO, creating policy direction, monitoring and being accountable to the public. The COO's governance approach will emphasize the following:

1. An outward focus on the public and mandate that it serves, rather than internal preoccupation;
2. Encouragement of diversity in viewpoints, skills and experiences;
3. Strategic and visionary leadership, rather than management detail;
4. Fostering public trust and community engagement;
5. Clear distinction between Board and Registrar, CEO roles;
6. Being proactive rather than reactive;
7. Accountability to the public and registrants through transparent, legal and ethical decision making; and
8. Inclusive and collaborative decision making.

In order to support this governance approach, the Board commits to ensuring:

9. **Role Distinction:** recognition that the Board's role is in governance and not management. Strong governance is achieved by selecting, supporting, and measuring the performance of an effective Registrar, CEO, who will be the Chief Executive Officer responsible for management of the organization.
10. **Role Explanation:** a clear written description of the mandate and responsibilities of each major entity within the organization.
11. **Role Education:** each person involved in the direction and operations of the College will receive appropriate orientation and training on their mandate and responsibilities to ensure they understand their role and how it relates to the other entities within the organization.
12. **Role Evaluation:** each person and entity within the organization will engage in an evaluation process and receive feedback on their performance.
13. **Role Enforcement:** a means of enforcing the organization's expectations where a person or entity within the organization is not participating appropriately in the affairs of the COO despite a clear explanation of their role, appropriate education, and evaluation of their performance.
14. **Policy Monitoring:** persistent due diligence through monitoring its adherence to, and achievement of, its policies.
15. **Board Responsibility:** the Board, not staff, will be responsible for Board performance.
16. **Board Discipline:** the Board will enforce upon itself whatever discipline is needed to govern with excellence. Board discipline will apply to matters such as attendance, preparation for meetings, responding to requests for feedback and input on key issues, policy making principles, respect of roles, speaking with one voice, and ensuring the continuity of governance capability.

Individual directors commit to supporting the Board's governance approach by:

17. **Director Responsibility:** acknowledging that their responsibility to the COO takes precedence over any role an individual director may have to represent a particular group or perspective

18. **Skill Enhancement:** enhancing their skills and knowledge with respect to their role through participation in training and continuing education, and by actively building their sector and industry awareness
19. **Diligence:** bringing a knowledgeable, diligent and enthusiastic approach to their role.

The Board Chair commits to supporting the Board's governance approach by:

20. **Relationship Optimization:** Ensuring that the relationship between the Board and the Registrar, CEO is optimized.
21. **Spokesperson:** Acting as the spokesperson for the Board on governance matters and representing the Board to government and other related groups and boards/councils.

Appendix C

POLICY TYPE: GOVERNANCE PROCESS

4-20 Board Decision-Making Policy

The Board is committed to ethical, information-based, generative, strategic, and transparent decision making in the best interest of the beneficiaries (the public who use COO services), the ownership (the public including members), and the organization.

The Board's decision-making process is based on ensuring the following principles are applied:

1. The Board actually needs to make a decision or policy decision on the issue (i.e. that it is not an operational means issue covered by an existing Operational Boundaries Policy)
2. Identification of the need for a new Board Policy/ Board Decision can come from several sources, including:
 - a. Registrar/CEO
 - b. Government Regulation
 - c. Board/Committee discussion; Board/Committee Members
 - d. Legal Advisors/Governance Consultant
 - e. Public/Registrants
 - f. Other boards/Experts in the sector
 - g. Regular policy review
3. The Board assigns a committee, small group, task force, or expert to seek out information to analyze and support its decision.
4. Broader stakeholders/the ownership will be consulted where appropriate. The Registrar, CEO and/or a committee may engage in initial stakeholder consultation before presenting a proposed policy to a committee or the Board.
5. When making a policy/decision, the Board will follow these critical steps:
 - a. Listen to the issue for consideration.
 - b. If more information is required, identify who, which committee, person or group will further research the matter and prepare a briefing memo for the Board.
 - c. When making a decision, the Board will work to achieve consensus.
 - d. Final Board decisions are made by using a motion and a simple majority voting process.
6. The Board fully discusses all aspects of the decision/policy decision and its implications. The Board will take sufficient time to consider significant policy decisions and will not rush. This may require additional Board meeting time or alternative meeting formats (e.g. teleconferences)
7. All policy decisions are recorded in the Board minutes and where applicable, the Board Policy Manual after the Board decision has been made
8. Directors will respect the diverse views of their colleagues

9. Once a motion of decision is determined through a vote, all Directors will support the Board's decision/policy

The COO Framework for Ethical Decision-Making provides the guidelines for Board decision-making.

Note: Board briefing notes are prepared to inform Directors regarding significant matters requiring a Board decision or policy direction or to brief the Board on information about the regulatory sector to build their knowledge for future decision-making. The briefing note should contain information on recent developments, environmental scan, chronology, data analysis, implications of possible decisions, and input from subject matter experts where relevant.

Board briefing notes are designed to provide sufficient information to support decision-making and policy direction decisions. They are used to achieve understanding and build consensus and direction for policy development.

FRAMEWORK FOR ETHICAL BOARD POLICY/DECISION-MAKING PROCESS

The Board will generally follow the relevant steps below when making policy decisions:

1. Describe the need to make the decision or to solve the problem. What problem are we trying to address? Why do we need to make a choice? What policy area do we need to address?
2. Identify the appropriate committee, individual or task force to address the policy issue
 - a. The Committee or other assigned person or group will gather data as necessary to understand the problem/issue. What general information do we need to understand the problem? What are the main issues to consider in making the decision? Describe the values to be considered and outline any potential conflicts between values
 - b. The Committee/assigned person or group will identify relevant stakeholders, say how they may be affected, and consult with them where possible and appropriate
 - c. The Committee/assigned person or group will develop alternatives and consider their impacts. What are the alternatives to be considered? Project the consequences and the opportunity costs of each alternative, both short term and long term. Identify the values conflicts inherent in the various alternatives
3. Apply criteria for decision making and evaluate alternatives or options
4. Make the decision/policy decision. Based on the information and decisions from the “most benefit” analysis and considering that on balance key values as defined have not been violated, the best decision is...
5. Record the Board’s decision in the minutes and in the Board Policy Manual
6. Communicate regarding the Board’s decision to appropriate stakeholders
7. Evaluate the decision over time through regular policy review