

BRIEFING NOTE

TO: Board of Directors

FROM: Governance Committee

DATE: July 27, 2020

SUBJECT: 12.2 Governance Committee Terms of Reference and Mandate Policy 4-09

☒ For Decision

☐ For Information

☐ Monitoring Report

Purpose:

To review the proposed Governance Committee Terms of Reference and Mandate Policy 4-09.

Background:

The Governance Committee Terms of Reference and Mandate Policy 4-09 falls into the Governance Process Policy category. This policy is designed to describe the purpose, scope and authority of the Governance Committee. The Governance Committee Terms of Reference and Mandate were created on May 14, 2012 and have not had a revision since that time.

For Consideration:

The proposed amendments to the Governance Committee Terms of Reference and Mandate Policy 4-09 reflect the expanded scope of responsibility the committee has been asked to undertake by the board over the last eight years.

The original policy with the proposed revisions is redlined in **APPENDIX A** and a clean version, **APPENDIX B**, is attached.

Public Interest Considerations:

Committee Terms of Reference create accountabilities for the members of each Committee and outline the Board's expectations on how a committee will work together to accomplish specific roles and responsibilities that execute the College's mandate of public protection.

Recommendation:

To approve the Governance Committee Terms of Reference Policy 4-09 as recommended by the Governance Committee.

APPENDIX A

GOVERNANCE COMMITTEE

Terms of Reference and Mandate

~~Committee Type: Standing~~

~~Terms of Reference~~

Committee Composition and Meetings

1. ~~Council~~ The Board shall appoint the members of the Governance Committee for the following year at the ~~first Council~~ last Board meeting of the year in accordance with the by-laws.

2. The Governance Committee shall be composed of:
 - a. ~~a~~ At least one ~~member of Council~~ Director who is a ~~member~~ registrant of the College;
 - b. ~~a~~ At least two ~~members of Council~~ Directors appointed to the ~~Council~~ Board by the Lieutenant Governor in Council;
 - a. ~~and a~~ At least one ~~member~~ registrant of the College who is not a ~~member of Council~~ Director.

~~b-c.~~

- ~~2.~~ The chair and vice-chair of the Governance Committee shall be elected from among the members of the Governance Committee and the election may take place at or before the first committee meeting of the year.

3.

4. The Governance Committee shall meet as required.

Authority and ~~Mandate~~ Accountability

1. The Governance Committee is a non-statutory committee of the Board of the College of Opticians of Ontario and is established as a standing committee pursuant to the by-laws.
2. The Governance Committee is accountable to the Board for fulfilling any duties and responsibilities authorized by the by-laws, by these Terms of Reference, and as otherwise assigned to it by the Board.

Responsibilities of the Governance Committee

The Governance Committee shall:

1. Perform such functions as are assigned to it under the ~~se~~ Terms of Reference, the Regulations, by-laws, and policies of the College, and as otherwise directed by the Board. including
2. Regularly review governance processes and policies and make recommendations to the Board regarding the development of new governance policies, updates to existing governance processes or policies. The recommendations should strive to ensuring that Council the Board fulfills its legal, ethical, and functional responsibilities through adequate governance policy development, Council Board development strategies, and training programs. s
3. ~~M~~onitoring of the Council Board's adherence to governance policies and processes activities.
4. ~~F~~acilitate the Board Effectiveness Self-Evaluation process and committee self-evaluation process.
- 1-5. Develop a governance action plan for the Board in accordance with the Board Effectiveness Self-Evaluation Policy (4-26), and make recommendations for committee action plans, and evaluation of Council, committees, committee chairs and individual Council members' performance.
- 2-6. Consider and make recommendations to Council the Board for changes to applicable legislation, regulations, and by-laws, as well as programs that fall within its mandate and/or support the patient relations program.
- 3-7. Submit an annual report to the Council Board. The report will include information on the Committee's activities for the year. The Governance Committee may also submit a report to the Board in between annual reports.

~~The Governance Committee may:~~

1. Submit a report to council in between annual reports.

POLICY TYPE: GOVERNANCE PROCESS**4-09 Governance Committee Terms of Reference and Mandate Policy**

Committee Composition and Meetings

1. The Board shall appoint the members of the Governance Committee for the following year at the last Board meeting of the year in accordance with the by-laws.
2. The Governance Committee shall be composed of:
 - a. At least one Director who is a registrant of the College;
 - b. At least two Directors appointed to the Board by the Lieutenant Governor in Council;
 - c. At least one registrant of the College who is not a Director.
3. The chair and vice-chair of the Governance Committee shall be elected from among the members of the Governance Committee and the election may take place at or before the first committee meeting of the year.
4. The Governance Committee shall meet as required.

Authority and Accountability

1. The Governance Committee is a non-statutory committee of the Board of the College of Opticians of Ontario and is established as a standing committee pursuant to the by-laws.
2. The Governance Committee is accountable to the Board for fulfilling any duties and responsibilities authorized by the by-laws, by these Terms of Reference, and as otherwise assigned to it by the Board.

Responsibilities of the Governance Committee

The Governance Committee shall:

1. Perform such functions as are assigned to it under these Terms of Reference, the by-laws, and policies of the College, and as otherwise directed by the Board.
2. Regularly review governance processes and policies and make recommendations to the Board regarding the development of new governance policies, updates to existing governance processes or policies. The recommendations should strive to ensure that the Board fulfills its legal, ethical, and functional responsibilities through adequate governance policy development, Board development strategies, and training programs.

3. Monitor the Board's adherence to governance policies and processes.
4. Facilitate the Board Effectiveness Self-Evaluation process and committee self-evaluation process.
5. Develop a governance action plan for the Board in accordance with the Board Effectiveness Self-Evaluation Policy (4-26), and make recommendations for committee action plans.
6. Consider and make recommendations to the Board for changes to applicable legislation, regulations, and by-laws, as well as programs that fall within its mandate and/or support the patient relations program.
7. Submit an annual report to the Board. The report will include information on the Committee's activities for the year. The Governance Committee may also submit a report to the Board in between annual reports.