

BRIEFING NOTE

TO: Board of Directors

FROM: Governance Committee

DATE: May 11, 2020

SUBJECT: 10.1 Board Meeting Process Policy 4-22

☒ For Decision

☐ For Information

☐ Monitoring Report

Purpose:

To review the proposed Board Meeting Process Policy 4-22.

Background:

The Board Meeting Process Policy 4-22 falls under the Governance Process policy category. The purpose of this policy is to explicitly outline the contents and processes for conducting different types of board meetings. Putting this information into policy demonstrates the Board's agreed upon decisions related to the nature and processes for completing the Board's work through its meetings. Further, the policy addresses the content and process for developing, approving, and retaining Board minutes.

One additional recommendation by the Committee was that the Board consider whether it wishes to further amend the policy to include a provision whereby the Board would receive a copy of the minutes as soon as possible following each Board meeting.

As you read the draft, you will see that there are some new practices being used by Boards within governance modernization which are not currently used by the COO Board. This policy draft is not designed to document the current COO practice related to Board meetings but to ensure that modern options for meeting practices have been considered.

Recommendation:

That the Board of Directors approve the proposed Board Meeting Process Policy 4-22, as recommended by the Governance Committee, with or without the addition of an additional provision relating to receiving minutes following each Board meeting.

Proposed New Policy

POLICY TYPE: GOVERNANCE PROCESS

4-22 Board Meeting Process Policy

PURPOSE

The College of Opticians of Ontario (COO) Board of Directors is committed to conducting its business in a manner that is transparent, organized and fair, and consistent with its mandate to regulate the opticianry profession in the public interest.

POLICY

Agendas

1. Agendas for Board meetings will be prepared by the Registrar, CEO in collaboration with the Board Chair, and will be aligned with Policy 4-40, Board Annual Strategic Agenda/Work Plan.
2. Directors or Appointed Committee Members who wish to request that an item be added to the agenda may bring the matter to the attention of the Board Chair and/or the Registrar, CEO at least 30 days prior to the scheduled meeting. In considering the request, the Board Chair and/or the Registrar, CEO will take the following factors into account:
 - a. Board meeting time/capacity.
 - b. Alignment with the Board's strategic agenda/work plan, objectives and Governance Manual.

Chairing Board Meetings

3. Board meetings will be chaired or co-chaired by a Meeting Chair, who may be the Chair of the Board or any other person selected by the Board to chair the meeting, in accordance with the By-laws. During the meeting, the Meeting Chair will directly, or through delegation to an appropriate co-chair or facilitator:
 - a. Read motions as required.
 - b. Keep a speakers list as required.
 - c. Preserve order, with reference to the Rules of Order set out in the by-laws.
 - d. Make efforts to ensure that all Directors are engaged and participating.

Meeting Guidelines

4. Public Board Meetings:
 - a. These meetings are open to the public in accordance with the RHPA and are where the majority of Board business is conducted.

- b. The Board will ensure that reasonable notice is provided to registrants, the public and the Minister of Board meetings in accordance with the *Health Professions Procedural Code*. Meeting dates and times will be posted on the College's website. Changes in the schedule will be posted on the College's website at least 48 hours prior to the scheduled meeting (where possible).
 - c. Appointed Committee Members will be invited to attend public Board meetings as guests/observers, meaning they may not provide comments or ask questions during the meeting, unless they have been invited to present to the Board in their capacity as chair or representative of a statutory or non-statutory committee of the College.
 - d. To ensure adequate space and preparation, any other individuals wishing to attend a public Board meeting shall advise the College by phone or email. It is recommended that, wherever possible, guests provide at least 48 hours' notice. Anyone who attends a public Board meeting without providing notice may be asked to leave at the request of the Chair if sufficient space is not available.
 - e. Other individuals who attend a public Board meeting will have observer status, meaning that they may not provide comments or questions during the meetings. The Meeting Chair and/or the Board Chair may ask anyone who is disrupting the proceedings to leave, and may prohibit such individual from attending future meetings.
 - f. Meetings will include regular breaks, during which Directors will suspend all discussion of COO or Board business.
 - g. Meeting materials for public Board meetings will be posted to the COO website in advance of meetings in accordance with the *Health Professions Procedural Code* and the Posting of Board Materials Policy, 4-23.
5. *In Camera* Board Meetings:
- a. In camera meetings are closed to the public and will be held where the Board has made a motion to exclude the public in accordance with the relevant provisions of the *Health Professions Procedural Code*.
 - b. In deciding to go in camera, the Board will consider whether the need for confidentiality outweighs the desirability of adhering to the principle that Board meetings be open to the public.
 - c. In camera meetings will include Directors and the Registrar, and may also include the Deputy Registrar and any other staff members or external advisors requested by the Board (e.g. legal, auditor, consultant). Appointed Committee Member will not be included in in camera sessions unless circumstances require their attendance in order to address a particular agenda item (e.g. as the chair of a committee) and a motion is carried permitting such attendance. Such attendance will be limited to the portion of the in camera session where their presence is required.
 - d. No Board meetings will be held without the presence of any COO staff person unless the meeting is for the purpose of:
 - i. Voting to terminate the Registrar, CEO; or
 - ii. A discussion about Registrar, CEO performance that must be held on an emergency basis in between regularly scheduled annual performance evaluations held in accordance with the Registrar, CEO Performance Evaluation Process Policy, 3-07. For the purpose of this policy, an emergency refers to a situation

where a serious risk to the COO has been identified that requires immediate action to avoid irreparable harm to the COO or the public interest.

- e. In the event that the Board holds a meeting without the presence of any COO staff, it shall retain appropriate external legal counsel to attend the meeting and keep a record of any discussion or votes.
- f. The Board may order that materials relating to in camera sessions will not be published or broadcast, in accordance with the *Health Professions Procedural Code*.
- g. The Board may report on the topics covered during the in camera session at the next public Board meeting.

Board Meeting Minutes

- 6. Minutes will be taken and retained for all Board meetings and will serve as the official record of the decisions/motions, rationale and actions of the Board.
- 7. Minutes will include:
 - a. Details of the meeting, including the date, time, place, format (e.g. in person, teleconference, videoconference), Directors present, Directors absent, staff and guests present.
 - b. A record of any votes, motions and/or decisions made by the Board, including a record of the number of “yes”, “no” or “abstain” votes. All Directors who choose to abstain from a vote will provide a reason for the abstention, which will be recorded in the minutes.
 - c. The rationale for decisions made by the Board. For clarity, the minutes will not include details of deliberations, only the rationale for the eventual decision.
- 8. Drafts of Board meeting minutes will be placed on the agenda at the following Board meeting for validation and approval. Minutes from in camera sessions will be placed on the agenda of the following in camera Board meeting.
- 9. Minutes will not be considered official until they have been approved by a majority of Directors present and voting.
- 10. Minutes from in camera sessions will be marked “confidential” and will not be made available to the public.