

# BRIEFING NOTE

**TO:** Board of Directors

**FROM:** Elsa Lee, Facilitating Director

**DATE:** October 2, 2023

**SUBJECT:** Role of Board Officers Policy 4-05 Monitoring Report

For Decision

For Information

Monitoring Report

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**Purpose:**

To review the Role of Board Officers Policy 4-05 Monitoring Report.

**Background:**

On October 5, 2020, the Board approved the Board Policy Development Policy 4-24. The purpose of this policy was to codify a process for developing, approving, updating and evaluating the success of governance policies.

This policy provides that the board will directly monitor eight of its own board policies. This governance process was implemented to ensure that the board is regularly checking to make sure it is following its most important Governance Process and Board/Staff Relationship policies, and to provide opportunities for feedback and/or course corrections where needed.

**For Consideration:**

A monitoring report on the Role of Board Officers Policy is attached as Appendix A. A copy of the policy is attached as Appendix B.

**Public Interest Consideration:**

The Board has recognized the importance of strong governance in order to carry out its object of regulating the profession in the public interest and has invested significant time and resources into updating its governance policies and processes. Reviewing the content of these policies ensures that policies are consistent and effective, and that the College is up to date with regulations, technology, and regulatory best practices.

**Diversity, Equity and Inclusion Considerations:**

When reviewing the report, it is incumbent on the Board to consider whether any issues or concerns have arisen from a diversity, equity or inclusion perspective.

**Recommendation:**

That the Board evaluate the success of implementing the Role of Board Officers Policy 4-05 as presented by the facilitating director's report. In doing this, the board should consider the following questions:

1. The report identifies how the board has interpreted each part of the policy. Does the board agree that these interpretations are accurate?
2. Does the board believe that any policies areas should be interpreted differently?
3. Does the board agree with the evidence identified in the report?
4. Does the board have any recommendations on steps that should be taken to address any concerns that have been identified?

## Appendix A

<b>Role of Board Officers Policy 4-05</b>					
<b>Monitoring Report</b>					
#	Policy Criteria	Board Interpretation of Policy Criteria	Evidence Board has met the criteria	Deficiencies and Recommendations	Conclusion: Level of Achievement 1 – Compliance Not Achieved 2 – Compliance Partially Achieved 3 – Compliance Fully Achieved
1.	The mandate and responsibilities of the Chair permit the Board to achieve its strategic goals and mandate.	<ol style="list-style-type: none"> <li>1. To be the authorized spokesperson for the Board and to represent the Board to outside parties/stakeholders.</li> <li>2. Oversees the development of an Annual Board Strategic Agenda/Work Plan which sets goals and priorities for the Board.</li> <li>3. Ensuring that the content of meeting discussion and decisions only pertain to those issues, which according to the Board policy, clearly belong to the Board to decide and not the Registrar, CEO.</li> </ol>	<ol style="list-style-type: none"> <li>1. Chair oversees all the Board Meetings and the Development of the May 2021 and December 2022 Board Strategic Agenda/Work Plans.</li> <li>2. Chair oversees Training and Development</li> </ol>	None	3-Compliance fully achieved
2.	The mandate and responsibilities of the Vice-Chair permit the Board to achieve its strategic goals and mandate.	<ol style="list-style-type: none"> <li>1. To support the Chair by assisting with specific assignments to facilitate effective Board process.</li> <li>2. Vice Chair is to exercise the</li> </ol>	<ol style="list-style-type: none"> <li>1. Vice Chair took over the meeting on Day 2 Board Meeting on June 6, 2023.</li> </ol>	None	3-Compliance fully achieved

		duties and powers of the Chair in the absence or inability of the Chair to act or carry out their role.			
3.	The mandate and responsibilities of the Board's officers permit the Board to achieve its strategic goals and mandate.	<ol style="list-style-type: none"> <li>1. Board officers are to also serve as members of the Board Committees.</li> <li>2. Board officers are to support the Chair and Vice Chair by assisting with specific assignments to facilitate effective Board process, by: <ul style="list-style-type: none"> <li>-discussions and development of policies to achieve strategic goals</li> <li>-expected to attend all trainings, committee meetings, Board Meetings</li> <li>-expected to come to meetings prepared and ready to discuss by reviewing material related to their role.</li> </ul> </li> </ol>	<ol style="list-style-type: none"> <li>1. Boardroom quorum is always determined ahead of all Board meetings, as well as for Committee meetings.</li> <li>2. The Board is meeting all criteria set in College of Opticians By – Laws.</li> </ol>	None	3-Compliance fully achieved

Respectfully submitted,

*Elsa Lee*

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Name

*September 17, 2023*

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Date

### POLICY TYPE: GOVERNANCE PROCESS

#### 4-05 Role of Board Officers Policy

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

#### **Chair of the Board**

##### **Mandate of the Chair of the Board:**

The Chair has the following mandate and purpose:

1. To lead and facilitate the Board process and coordinate the Board's efforts to govern.
2. To be an ex-officio member of all Committees and working groups.
3. To represent the Board to outside parties and be the authorized spokesperson for the Board.

*(Note: The Registrar, CEO is the official, authorized spokesperson for the COO as a whole).*

##### **Responsibilities:**

The responsibilities of the Chair of the Board include:

1. Ensuring effective Board process
2. Ensuring that the Board behaves consistently with its own Governance Process and Governance-Staff Relationship Policies.
3. Ensuring the integrity and efficiency of the Board 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.
4. Ensuring that the Board achieves governance requirements legitimately imposed upon it by external sources.
5. Serving as the Board Chair and the Chair of the Executive Committee.
6. Ensuring that Board decisions and actions are in accordance with the organization's mandate, Strategic Ends Policies, and values.
7. Overseeing the development of an Annual Board Strategic Agenda/Work Plan which sets goals and priorities for the Board.
8. Working with staff to set the Board meeting agendas consistent with the Annual Board Strategic Agenda/Work Plan and the Board Meeting Agenda Policy.
9. Ensuring that the content of meeting discussion and decisions only pertain to those issues, which according to the Board policy, clearly belong to the Board to decide and not the Registrar, CEO.
10. Ensuring that deliberation is fair, open, and thorough but also efficient, timely, orderly and on topic.
11. Maintaining an effective working relationship with the Registrar, CEO, other Board Officers (including, in particular, the Vice Chair), and Directors to ensure the free flow of information among these individuals, and that Directors have opportunity to provide input on Board and governance matters
12. Representing Board's policy positions in meetings with senior government officials, politicians, Board officers of allied organizations and in other instances as determined by the Board or requested by the Registrar, CEO.

13. Representing the Board at external events, including registrant and industry events.
14. Chairing and presiding at all meetings of the Board, Executive Committee, or any special meeting of registrants. The Chair may delegate the responsibility to chair all or part of any meeting.
15. Performing such official (signatory) duties as required by the COO's By-laws.
16. Serving as the official spokesperson for the Board.

**Chair's Authority:**

1. The Chair is empowered to chair Board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing) in accordance with the Board's Rules of Order.
2. The Chair has no individual authority to make decisions about policies created by the Board. The Chair furthermore has no individual authority to supervise or direct the Registrar, CEO as that authority is held by the Board.
3. Authority as an ex-officio Committee/working group member:
  - a. As an ex-officio member of all Committee and working group, the Chair has the authority to attend any Committee or working group meetings, as follows:
    - i. To periodically observe (no more than once per Committee/working group per 2-year term) the work being carried out by a Committee or working group; and/or
    - ii. As needed to address any governance concerns pertaining to the Committee or working group.
  - b. The Chair 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.
  - c. The Chair 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:** During the absence or inability of the Chair to act or carry out their role, the duties and powers of the Chair may be exercised by the Vice Chair.

**Vice Chair of the Board**

**Mandate of the Vice Chair of the Board:**

The Vice Chair has the following mandate and purpose:

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

## **General Board Officers**

### **Mandate of the General Board Officers**

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

1. To serve as members of the Executive Committee.
2. To support the Chair and Vice Chair by assisting with specific assignments to facilitate effective Board process.