

# BRIEFING NOTE

**TO:** Board of Directors

**FROM:** Peggy Judge, Public Member, Facilitating Director

**DATE:** March 1, 2022

**SUBJECT:** 9.0 Delegation to the Registrar Policy 3-03 Monitoring Report

For Decision

For Information

Monitoring Report

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**Purpose:**

To review the Delegation to the Registrar Policy 3-03 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.

The Board also approved the monitoring of eight of its own board policies in greater detail under Section 8b of the Board Policy Development Policy 4-24. This governance process was to enable the development of informed, engaged, and wise policy direction by the Board.

**For Consideration:**

The fifth Board Process Achievement Report up for review is the Delegation to the Registrar Policy 3-03 (**Appendix A**). The Board director's report facilitating this review can be found in **Appendix B**.

**Public Interest Consideration:**

The Board has a 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:**

It is incumbent on the Board to consider whether the proposed action plan is consistent with the COO's organizational values relating to diversity, equity and inclusion.

**Recommendation:**

That the Board evaluate the success of implementing the Delegation to the Registrar Policy 3-03 as presented by the facilitating director's report.

**POLICY TYPE: BOARD - STAFF RELATIONSHIP**3-03 Delegation to the Registrar, CEO

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The Board of Directors (“Board”) of the College of Opticians of Ontario (“College”) is responsible for setting the College’s strategic outcomes, and for delegating authority to the Registrar, CEO to achieve those strategic outcomes.

In delegating to the Registrar, CEO, the Board will:

1. Develop policies instructing the Registrar, CEO to achieve certain results, for certain groups of people, with what priority of resources. These policies, which will be known as Strategic Outcomes policies, will be developed systemically from the broadest, most general level to more defined levels. These policies establish the outcomes that the Registrar, CEO is to achieve, without prescribing the specific means that must be used to achieve those outcomes.
2. Develop policies that define the limitations that the Board wishes to place on the Registrar, CEO’s latitude to choose the means to achieving strategic outcomes. These policies, which will be known as Operational Boundaries policies, will be developed systemically from the broadest, most general level to more defined levels and will describe those practices, activities, decisions and circumstances that the Board would find unethical or imprudent, and therefore unacceptable, even if they were to be effective.
3. Recognize that as long as the Registrar, CEO uses any reasonable interpretation of the Board’s policies, they are authorized to establish all further policies, make all decisions, take all actions and develop all activities. This does not prevent the Registrar, CEO from reviewing information in the delegated areas except where the information has been identified as confidential and/or personal information.
4. Recognize that any authority delegated to the Registrar, CEO may be further delegated by the Registrar, CEO to staff. Staff are accountable to the Registrar, CEO, who is in turn accountable to the Board.
5. Regularly monitor the Registrar, CEO’s interpretations of Strategic Outcomes and Operational Boundaries policies to ensure these interpretations are reasonable. Monitoring will be done in accordance with the Board Monitoring System Policy (4-25).
6. The Board may change its Strategic Outcomes and Operational Boundaries policies, thereby shifting the boundary between the Board and Registrar, CEO domains of authority. But as long as any particular delegation is in place, the Board will respect and support the Registrar, CEO’s decision.

**APPENDIX B**

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 Board of Directors of the College is responsible for setting the College’s strategic outcomes, and for delegating authority to the Registrar, CEO to achieve those strategic outcomes.

For each policy criterion, please indicate how the Board has met the policy criteria

<b>Delegation to the Registrar Policy 3-03 Monitoring Report March 1, 2022</b>					
<b>#</b>	<b>Policy Criteria</b>	<b>Board Interpretation of Policy Criteria (i.e., what does compliance with each policy criteria look like?)</b>	<b>Evidence Board has met the criteria</b>	<b>Deficiencies and Recommendations</b>	<b>Conclusion: Level of Achievement 1 – Compliance Not Achieved 2 – Compliance Partially Achieved 3 – Compliance Fully Achieved</b>
1	The Board will instruct the Registrar to develop Strategic Outcomes policies. These policies establish the outcomes that the Registrar, CEO is to achieve, without prescribing the specific means that must be used to achieve those outcomes.	Compliance would be achieved if the Registrar has created a Strategic Outcome Policy.	The Board has fulfilled its role as evidenced by the existence of Policy 1-01 in the Policy Governance Manual which lays out high level Strategic goals for the COO.	N/A	3

2	<p>The Board will develop Operational Boundaries policies that define the limitations that the Board wishes to place on the Registrar, CEO's latitude to choose the means to achieving strategic outcomes.</p>	<p>Compliance would be achieved if effective Operational Boundaries Policies have been created and approved by the Board.</p>	<p>The Board has fulfilled its role as evidenced by the existence of, and detailed nature of, Policy Type: Operational Boundaries in the Policy Governance Manual, specifically:</p> <ul style="list-style-type: none"> <li>2-01 Global General Operational Constraint Policy</li> <li>2-02 Financial Planning and Budgeting</li> <li>2-03 Financial Condition Policy</li> <li>2-04 Asset Protection Policy</li> <li>2-05 Vendor Relations &amp; Procurement Management Policy</li> <li>2-06 Investment Policy</li> <li>2-07 Reserves Policy</li> <li>2-08 Human Resources and Relations Policy</li> <li>2-09 Relationship with Public and Beneficiaries Policy</li> <li>2-10 Registrant Relations Policy</li> <li>2-11 Communication and Support to the Board Policy</li> <li>2-12 Corporate Identity, Public Image and Communication Policy</li> <li>2-13 Intellectual Property Policy</li> <li>2-14 Emergency Registrar, CEO Succession Policy</li> </ul> <p>In terms of the areas that would require operational boundaries, there are no apparent gaps, and given that the policies were developed in consultation with a professional governance policy consultant, it is unlikely that an area that needs to be addressed <i>has</i> been overlooked.</p>	N/A	3
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3	The Board will recognize that as long as the Registrar, CEO uses any reasonable interpretation of the Board's policies, the Registrar is authorized to establish all further policies, make all decisions, take all actions and develop all activities.	Compliance would be achieved if the Board does not interfere in the Registrar, CEO's creation of further policies, decision-making, and actions and development of activities.	The Board has not overstepped its role as there is no evidence of it or its members interfering with the Registrar, CEO's authority to create further policies, make further decisions, take actions and develop activities.	N/A	3
4	Recognize that any authority delegated to the Registrar, CEO may be further delegated by the Registrar, CEO to staff. Staff are accountable to the Registrar, CEO, who is in turn accountable to the Board.	Compliance would be achieved if: 1) per Policy Type: Board – Staff Relationship 3-04 Board-Staff Relationship Policy, the Board does not interfere with the Registrar, CEO's running of the day-to-day operations of the regulator or involve itself in the management and direction of staff; and 2) the Registrar, CEO is held accountable to the Board through the reports presented per the schedule in Appendix 1 and through the annual performance review per Policy Type: Board – Staff Relationship 3-07 Registrar, CEO Performance Evaluation Process Policy.	1) The Board has not overstepped its role as there is no evidence such as negative reports from the Registrar, CEO about it or its members overstepping or interfering with the Registrar, CEO's authority to delegate to staff and have staff report to him. 2) The Board has fulfilled its role of having the Registrar, CEO be accountable to it as evidenced by the Registrar, CEO's provision of reports per Appendix 1-Board Monitoring Schedule of Registrar, CEO/Organization on schedule at Board Meetings and the Board's annual performance review of the Registrar, CEO in accordance with the Registrar, CEO Performance Evaluation Process Policy.	N/A	3

5	Regularly monitor the Registrar, CEO's interpretations of Strategic Outcomes and Operational Boundaries policies to ensure these interpretations are reasonable.	Compliance would be achieved if the Board monitors and evaluates the Registrar's job performance per the schedule in Appendix 1.	The Board has fulfilled its role as evidenced by the existence of, and detailed nature of Appendix 1-Board Monitoring Schedule of Registrar, CEO/Organization, the reports having been presented on schedule at Board Meetings, the registrar having had a reasonable interpretation of the policies, and there having been feedback to that effect from Board members/the Board to the Registrar, CEO in response to those reports.	N/A	3
6	The Board may change its Strategic Outcomes and Operational Boundaries policies, thereby shifting the boundary between the Board and Registrar, CEO domains of authority. But as long as any particular delegation is in place, the Board will respect and support the Registrar, CEO's decision.	Compliance would be achieved if the Board: 1) per Policy Type: Governance Process 4-24 Board Policy Development Policy continually reviews, with the intent to make changes if warranted, the overall direction and priorities of the College though its high-level policies; while 2) respecting and supporting the role of the Registrar to fulfil the College's mandate.	The Board has fulfilled its role as evidenced by: 1) Item 5 of this report, and by the existence of Appendix 2-Board Policy Review Schedule with those reviews having being delegated to and performed by the Governance Committee with potential changes presented on schedule at Board Meetings for discussion, review and vote; and 2) its respect and support of the Registrar, CEO per items 3 and 4 of this report.	N/A	3

Respectfully submitted,

*P Judge*

Feb. 16, 2022

[Peggy Judge, Public Member]

Board Director Facilitating Review