

DRAFT BOARD MEETING MINUTES
December 6, 2021
9:00 AM to 4:00 PM
by zoom

Attendees:

Mr. Bryan Todd, RO, Chair, Elected Member
Mr. Steven Kinsella, Vice-Chair, Public Member
Mr. Murray Angus, Public Member
Ms. Diana Bristow, Public Member
Mr. Omar Farouk, Public Member
Ms. Amber Fournier, RO, Elected Member
Ms. Ingrid Koenig, RO, Elected Member
Ms. Peggy Judge, Public Member
Ms. Neda Mohammadzadeh, RO, Elected Member
Ms. Dorina Reiz, RO, Elected Member
Mr. Michael Smart, RO, Elected Member
Mr. Henry Wiersema, Public Member

Administration: Mr. Fazal Khan, RO, Registrar, CEO
Ms. Amy Stein, Deputy Registrar and General Counsel
Ms. Carolyn Robertson, Manager, Communications and Executive Office
Ms. Fizza Asad, Human Resources and Accounting Specialist

Guests: Ms. Sarah Butson, Meeting Facilitator
Mr. D. Summers, Chair of the Quality Assurance Committee and Registration Committee
Mr. Gord White, Chair of Governance Committee

Regrets: Ms. Elsa Lee, RO, Elected Member
Mr. Samir Modhera, RO, Elected Member

1.0 Introduction

1.1 Introductions and Announcements

B. Todd introduced himself, the Board Members and the Administration.
S. Butson reviewed the meeting norms and high five with participants.

Mr. Todd performed the Land Acknowledgement.

2.0 In Camera Session

MOTION: TO GO IN CAMERA UNDER S. 7(2)(D) AND (E) OF THE HEALTH PROFESSIONS PROCEDURAL CODE TO DISCUSS A PERSONNEL MATTER AND A LEGAL MATTER

MOVED: O. FAROUK
SECONDED: N. MOHAMMADZADEH

FOR: 12
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

3.0 Introductions

3.1 Conflict of Interest

Both D. Reiz and A. Fournier declared conflicts of interest for agenda item #5.

3.2 Adoption of the Agenda

MOTION: TO APPROVE THE AGENDA

MOVED: M. ANGUS
SECONDED: P. JUDGE

4.0 Minutes of the October 4, 2021, Board Meeting

One amendment, to correct a typographical error, was requested.

MOTION: TO APPROVE MINUTES AS AMENDED

MOVED: O. FAROUK
SECONDED: P. JUDGE

FOR: 11
AGAINST: 0
ABSTAINED: 1 (M. SMART abstained as he was absent from the meeting)

VOTE: CARRIED

5.0 Approval of the Appointed Members

B. Todd presented a proposed appointed committee slate for the Board's approval. D. Reiz and A. Fournier, who previously declared conflicts of interest, did not vote or participate in the discussion.

MOTION: TO APPROVE TAPIWA MUSEWE, JOHN BATTAGLIA, DANIELA SCHOWALTER, DENNIS O'HAGAN, TONYA NAHMABIN AND DESIREE PETRALITO AS REGISTERED OPTICIAN APPOINTED COMMITTEE MEMBERS.

MOVED: M. ANGUS
SECONDED: I. KOENIG

FOR: 9
AGAINST: 1
ABSTAINED: 0

MOTION: TO APPROVE PANOS PETRIDES, JAMUNA BALARAM, ELLIOT BORINS, DAVID MILNE AS NON-OPTICIAN APPOINTED COMMITTEE MEMBER

MOVED: O. FAROUK
SECONDED: S. KINSELLA

FOR: 9
AGAINST: 1
ABSTAINED: 0

VOTE: CARRIED

6.0 Financial Reports

6.1 Year-to-date Financial Variance Report

F. Asad presented the year-to-date variance report to the board.

MOTION: THAT THE BOARD APPROVE THE FINANCIAL VARIANCE REPORT, AS PRESENTED.

MOVED: N. MOHAMMADZADEH
SECONDED: O. FAROUK

FOR:
AGAINST: 1
ABSTAINED: 0

VOTE: CARRIED

6.2 2022 Draft Budget

F. Asad presented the 2022 draft budget to the board.

In light of the fact that the College will be running a deficit budget to permit a 12.5% fee reduction in 2022 as continued pandemic fee-relief, the board requested that the budget be amended to reduce the amount of funds allocated for strategic planning. Strategic planning sessions will no longer be held outside of the GTA.

This agenda item was deferred until after the lunch break so that updated numbers could be presented to the board for final approval.

6.3 Appointment of the Auditor

F. Asad presented the Executive Committee's recommendation to approve Grewal Guyatt as the Auditor for the coming year.

MOTION: THAT THE BOARD APPROVE GREWAL GUYATT AS THE AUDITOR FOR THE 2022 FISCAL YEAR.

MOVED: M. SMART

SECONDED: D. REIZ

FOR: 12

AGAINST: 0

ABSTAINED: 0

VOTE: **CARRIED**

7.0 Executive Elections

7.1 Review of the Elections Process

A. Stein reviewed the election process with the Board and noted that the facilitator, Sarah Butson will be the neutral meeting chair for the election.

7.2 Election of the Chair

It was confirmed that one expression of interest was received for the position of chair, from S. Kinsella.

NOMINEE: STEPHEN KINSELLA

MOVED: D. BRISTOW

SECONDED: M. SMART

S. Kinsella accepted the nomination and was then acclaimed.

7.3 Election for the Position of Vice-Chair

O. Farouk stated that he would withdraw his candidacy for Vice-Chair but confirmed that he was still interested in being considered for a member-at-large position on the Executive Committee.

NOMINEE: NEDA MOHAMMADZADEH

MOVED: A. FOURNIER

SECONDED: M. ANGUS

N. Mohammadzadeh accepted the nomination and was then acclaimed.

7.4 Election for the Three Remaining Position on the Executive Committee

Four expressions of interest were received for the remaining positions on the executive. It was decided that the elections for the two elected members would take place first. The floor was then opened to nominations.

NOMINEE: KEVIN CLOUTIER

MOVED: H. WIERSEMA

SECONDED: I. KOENIG

K. Cloutier was then acclaimed as a member of the Executive Committee.

NOMINEE: DERICK SUMMERS

MOVED: B. TODD

SECONDED: M. SMART

D. Summers accepted the nomination and was then acclaimed as a member of the Executive Committee.

Two public members are eligible for election to the final position for a public member on the Executive Committee.

NOMINEE: OMAR FAROUK

MOVED: N. MOHAMMADZADEH

SECONDED: D. REIZ

O. Farouk accepted the nomination.

NOMINEE: PEGGY JUDGE

MOVED: S. KINSELLA
SECONDED: I. KOENIG

P. Judge accepted the nomination.

Nominations were then closed.

P. Judge was elected as the public member on the Executive

7.5 Appointment of the 2022 Executive Committee

MOTION: TO APPROVE THE EXECUTIVE COMMITTEE SLATE AS ELECTED.

MOVED: S. KINSELLA
SECONDED: A. FOURNIER

MOTION: TO APPROVE THE APPOINTMENT OF STEPHEN KINSELLA AS CHAIR, NEDA MOHAMMADZADEH AS VICE-CHAIR, AND KEVIN CLOUTIER, DERICK SUMMERS AND PEGGY JUDGE AS THE 2022 EXECUTIVE COMMITTEE AS ELECTED.

FOR: 12
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

The meeting was recessed from 12:00 to 1:15.

6.2 2022 Draft Budget (continued)

This board resumed its discussion of this agenda item. It was noted that the amount allocated to strategic planning was reduced by \$36,000 total.

MOTION: THAT THE BOARD APPROVE THE 2022 DRAFT BUDGET AS AMENDED.
MOVED: A. FOURIER
SECONDED: M. ANGUS

FOR: 12
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

8.0 Appointment of the Registrar' Review subcommittee

The Registrar, CEO's review subcommittee is made up of the Chair, the Vice-Chair and one member-at-large of the Executive committee. The floor was opened to nominations from the three members-at-large of the newly elected 2022 Executive Committee.

NOMINEE: DERICK SUMMERS

MOVED: M. SMART

SECONDED: N. MOHAMMADZADEH

D. Summers then accepted the nomination.

NOMINEE: PEGGY JUDGE

MOVED: I. KOENIG

SECONDED: D. REIZ

NOMINEE: KEVIN CLOUTIER

MOVED: B. TODD

SECONDED: O. FAROUK

It was confirmed that both K. Cloutier and P. Judge accepted the nominations.

A vote was held via anonymous electronic poll. The first two polls resulted in no majority for any candidate. One name was removed from the ballot following a third poll. On the fourth poll, D. Summers received a majority of the votes.

MOTION: TO ELECT DERICK SUMMERS TO THE PERFORMANCE EVALUATION/COMPENSATION
SUB-COMMITTEE

MOVED: B. TODD

SECONDED: O. FAROUK

FOR: 12

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

9.0 Election of the National Exams Committee (NEC) Representative

The NEC is a sub-committee of National Alliance of Canadian Opticianry Regulators (NACOR) and is charged with reviewing and making recommendations, on an annual basis, on the NACOR Optical Sciences 1 (Eyeglass Examination) one year and Optical Sciences 2 (Contact Lens Examination) the next

year. Each NACOR member sends a representative to sit on the NEC, typically the NEC meets in Ottawa in January.

NOMINEE: DERICK SUMMERS

MOVED: B. TODD

SECONDED: I. KOENIG

D. Summers accepted the nomination.

NOMINEE: NEDA MOHAMMADZADEH

MOVED: A. FOURINER

SECONDED: B. TODD

N. Mohammadzadeh accepted the nomination.
Nominations were then closed.

A vote was held via anonymous electronic poll. N. Mohammadzadeh was the successful candidate.

MOTION: TO ELECT NEDA MOHAMMADZADEH TO THE POSITION OF NATIONAL EXAMS
COMMITTEE REPRESENTATIVE

MOVED: O. FAROUK

SECONDED: S. KINSELLA

FOR: 12

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

10.0 Approval of the Committee Slate

The Executive Committee presented a draft 2022 committee slate for the board's review.

MOTION: TO APPROVE THE COMMITTEE SLATE AS PRESENTED

MOVED: B. TODD

SECONDED: A. FOURNIER

FOR: 12

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

11.1 Conflict of Interest Questionnaire

G. White, Chair of the Governance Committee, presented a proposed conflict of interest questionnaire and proposed updates to the Fiduciary Acknowledgment. The purpose of these documents is to ensure that the College is employing best practices in board governance and adhering to standards identified in the College Performance Measurements Framework. The new proposed process will require all board members to complete the questionnaire before each board meeting, and the questionnaires will be appended to the public meeting package.

Public Interest Rationale: The updates to the annual fiduciary acknowledgement and undertaking and the new conflict of interest questionnaire improves the public perception of the College, promotes accountability and supports one of its key values, transparency which is essential to public trust.

MOTION: THAT THE BOARD APPROVE THE PROPOSED UPDATES TO THE FIDUCIARY ACKNOWLEDGMENT FORM AND THE PROPOSED CONFLICT OF INTEREST QUESTIONNAIRE AS RECOMMENDED BY THE GOVERNANCE COMMITTEE.

MOVED: N. MOHAMMADZADEH

SECONDED: A. FOURIER

FOR: 12

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

12.1 Relationship with The Public and Beneficiaries Policy

G. White, Chair of the Governance Committee, presented the policy.

The Public Interest Rationale: for all the policies was as follows, that the Governance Committee identified for all three policies is that by reviewing their content it ensures that the policies are consistent and effective, and that the College is up to date with regulations, technology and regulatory best practices. They continue to be relevant and serve the function that they were implemented for.

The Relationship with Public and Beneficiaries Policy 2-09 falls within the Operational Boundaries Category. Policies in this category set out the Board's risk boundaries for the COO's operations.

The Committee was of the view that the policy continues to adequately serve the Board's needs and that except for a few minor changes, no amendments were necessary.

The board indicated that they were in agreement with the public interest rationale identified by the committee.

MOTION: TO APPROVE THE PROPOSED AMENDMENTS TO THE RELATIONSHIP WITH PUBLIC AND BENEFICIARIES POLICY 2-09 AS RECOMMENDED BY THE GOVERNANCE COMMITTEE

MOVED: H. WIERSEMA

SECONDED: A. FOURNIER

FOR: 12

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

12.2 Registrant Relations Policy

G. White presented the Registrant Relations Policy 2-10, which falls within the Operational Boundaries Category.

On review, the Governance Committee was of the view that the policy continues to adequately serve the Board's needs and no amendments were necessary.

The Public Interest Rationale: for all the policies was as follows, that the Governance Committee identified for all three policies is that by reviewing their content it ensures that the policies are consistent and effective, and that the College is up to date with regulations, technology and regulatory best practices. They continue to be relevant and serve the function that they were implemented for.

MOTION: TO APPROVE THAT THE REGISTRANT RELATIONS REGISTRANT RELATIONS POLICY 2-10 REMAIN AS IS, AS RECOMMENDED BY THE GOVERNANCE COMMITTEE.

MOVED: O. FAROUK

SECONDED: A. FOURNIER

VOTE: CARRIED

12.3 Board and Committee Principles Policy

G. White presented the Board and Committee Principles Policy 4-07 falls within the Governance Process Category. Policies in this category determine how the Board itself operates, including its philosophy, accountability, discipline and specifics of its own job.

On review the Committee was of the view that the policy warranted a refresh to ensure that it continued to meet the Board's needs. The proposed revisions aim to streamline the policy to ensure that it is clear and consistent with the changes to the language of the Policy Governance Manual that has evolved over the last four years. The language is clear and consistent with the terminology adopted by the COO.

The Public Interest Rationale: for all the policies was as follows, that the Governance Committee identified for all three policies is that by reviewing their content it ensures that the policies are consistent and effective, and that the College is up to date with regulations, technology and regulatory best practices. They continue to be relevant and serve the function that they were implemented for.

MOTION: TO APPROVE THE UPDATED BOARD AND COMMITTEE PRINCIPLES POLICY 4-07 AS RECOMMENDED BY THE GOVERNANCE COMMITTEE.

MOVED: N. MOHAMMADZADEH
SECONDEDD: H. WIERSEMA

FOR: 12
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

13.1 Delegation to the Registrar, CEO Policy

G. White presented a draft monitoring template for the Delegation to the Registrar, CEO policy. On October 5, 2020, the Board approved the Board Policy Development Policy 4-24. The Board requested that Board Monitoring Achievement Report templates be created for each of the eight policies to be under review over the next two years.

The board was asked for volunteers and it was determined that P. Judge would be responsible for completing the monitoring template for the Delegation to the Registrar, CEO Policy and presenting it at the February 2022 board meeting.

MOTION: THAT THE BOARD APPROVE THE BOARD POLICY DEVELOPMENT POLICY 4-24 AS RECOMMENDED BY THE GOVERNANCE POLICY.

MOVED: M. SMART
SECONDED: S. KINSELLA

FOR: 12
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

14.0 Monitoring Reports

14.1 Reserves Monitoring Report

F. Khan presented the Reserves Policy Monitoring report to the board.

MOTION: THAT THE BOARD APPROVE THAT THE REGISTRAR'S INTERPRETATION OF THE POLICY WAS REASONABLE

MOVED: H. WIERSEMA
SECONDED: A. FOURNIER

FOR: 12
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

MOTION: THAT THE BOARD AGREES THAT THE REGISTRAR, CEO COMPLIED WITH THE POLICY.

MOVED: M. SMART
SECOND: M. ANGUS

FOR: 12
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

14.2 *Investment Monitoring Report*

F. Khan present the Investment Monitoring Report to the board.

MOTION: THAT THE BOARD APPROVE THAT THE REGISTRAR'S INTERPRETATION OF THE POLICY WAS REASONABLE

MOVED: O. FAROUK
SECONDED: A. FOURIER

FOR: 12
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

MOTION: THAT THE BOARD AGREES THAT THE REGISTRAR, CEO COMPLIED WITH THE POLICY.

MOVED: P. JUDGE
SECOND: A. FOURIER

FOR: 12
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

M. Smart and D. Reiz both left the meeting at 3:00 pm.

15.0 Board Policy Development Policy Monitoring Report

B. Todd presented a monitoring report on the Board Policy Development Policy. The report was prepared by E. Lee, who was unable to attend the meeting. The report indicated that the board is complying with its commitment to develop and approve new policies.

This was presented for information only.

16.0 DEI Strategic Plan

A. Stein presented the draft Diversity Equity and Inclusion (DEI) Strategic Plan to the board. This plan was developed by the Board over the course of 2021 and was most recently reviewed at a strategic planning session in October 2021 where the Board reached a consensus that the document was ready to be presented for formal approval and adoption.

A question was raised about whether there were steps that could be taken, from an inclusivity perspective, to support board members' technology needs. F. Khan advised that the Finance Committee reviewed this matter in 2021 but indicated that the issue could be reviewed again if the board so directed in the new year.

MOTION: TO APPROVE THE DEI STRATEGIC PLAN AS PRESENTED

MOVED: M. ANGUS
SECONDED: O. FAROUK

FOR: 10
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

17.0 COVID 19 Policy Addenda

D. Summers presented the Registration Committee's proposal to extend addenda to the Contact Lens Fitting Policy and the Contact Lens Mentor Policy. Both policy addenda related to the COVID-19 pandemic and were aimed at making it easier for students to meet entry to practice requirements by

completing the required number of eyeglass and contact lens fittings. The Registration Committee proposed to extend both policy addenda to December 31, 2022, at which time the Committee will re-assess the situation.

MOTION: TO APPROVE THE EXTENSION OF THE COVID 19 POLICY ADDENDA TO DECEMBER 31, 2022

MOVED: S. KINSELLA
SECONDED: A. FOURNIER

FOR: 10
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

18.0 2022 Board Meeting Dates

The board reviewed the proposed dates for the board meetings, Orientation and strategic planning for 2022.

It was confirmed that for Orientation, the preferred date was Wednesday January 26, 2022.

The Strategic planning dates will be Monday June 6 and Tuesday June 7, 2022.

MOTION: TO APPROVE THE BOARD MEETING DATES AS PRESENTED

MOVED: O. FAROUK
SECONDED: B. TODD

FOR: 10
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

19.0 Self Evaluations

B. Todd reminded the board and committee members to complete the annual self-evaluations following the meeting.

20.0 2021 Strategic Agenda Work plan

A. Stein reviewed the status of the 2021 Strategic Agenda Work plan with the board. This was shared for information only.

21.0 2022 Strategic Agenda Work plan

A. Stein presented the proposed 2022 Strategic Agenda Work Plan to the board to provide an overview of the coming year.

MOTION: THAT THE BOARD APPROVE THE 2022 STRATEGIC WORKPLAN AGENDA

MOVED: H. WIERSEMA

SECONDED: O. FAROUK

FOR: 10

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

22.0 Registrar's Report

F. Khan presented the registrar's report to the board. This was shared for information only.

MOTION: TO APPROVE THE COMMITTEE REPORTS, EXAMS REPORT AND NACOR REPORT AS PRESENTED.

MOVED: O. FAROUK

SECONDED: M. ANGUS

FOR: 10

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

Closing remarks were made by F. Khan and B. Todd regarding appointed members and board members who were ending their terms.

23.0 Adjournment

MOTION: TO ADJOURN

MOVED: I. KOENIG

SECONDED: B. TODD

FOR: 10

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

The meeting was adjourned at 4:00

DRAFT