

BRIEFING NOTE

TO: Board of Directors

FROM: Governance Committee

DATE: March 1, 2022

SUBJECT: 6.1, 6.2 Scheduled Content Review of The Global General Operational Constraint Policy 2-01 and the Unity of Control Policy 3-11

☒ For Decision

☐ For Information

☐ Monitoring Report

Purpose:

To carry out a scheduled content review of Policy 2-01 and 3-11 for the purpose of determining whether any amendments are necessary.

Background:

It is the responsibility of the Board to develop, approve, update and evaluate implementation of its governance policies. Appendix 2 to the COO's Policy Governance Manual sets out a review schedule for all policies in the manual. The purpose of reviewing the policies on a regular basis is to ensure that they continue to be relevant and serve the function that they were implemented for.

For Consideration:

The Global General Operational Constraint Policy 2-01 (**Appendix A**) and the Unity of Control Policy 3-11 (**Appendix B**) are slated for evaluation of their content this year on the Board Policy Review Schedule. On review, the Governance Committee was of the view that both policies continue to adequately serve the Board's needs and no updates were needed.

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:

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

Recommendation:

To approve the status quo with respect to the Global General Operational Constraint Policy 2-01 and the Unity of Control Policy 3-11 as recommended by the Governance Committee.

POLICY TYPE: OPERATIONAL BOUNDARIES**2-01 Global General Operational Constraint Policy**

BACKGROUND

The College of Opticians of Ontario (COO) Board has a multifaceted approach to governance. One of the primary components to this approach is the use of operational boundaries, which are outlined in Operational Boundaries Policies and which are instructive to the Registrar, CEO. These policies address the major areas of enterprise-wide risk and identify the Board's risk tolerance in each of these risk subject areas.

POLICY

The Registrar, CEO shall not cause, allow, or fail to take reasonable measures to prevent any practice, decision, or organizational circumstance which:

1. Is imprudent or unlawful
2. Is in violation of commonly accepted business and professional ethics
3. Is inconsistent with COO values
4. Puts the organization at unreasonable risk
5. Leaves the organization unprepared for emergency situations
6. Is a conflict of interest

POLICY TYPE: BOARD - STAFF RELATIONSHIP

3-11 Unity of Control Policy

Only officially passed motions of the Board are binding on the College of Opticians of Ontario Registrar, CEO.

Accordingly:

1. The Registrar, CEO takes policy direction from the full Board by motion, i.e. policy decisions.
2. Individual directors do not generally give direct instructions to the Registrar, CEO. Decisions or Instructions of individual directors, officers, or committees are not binding on the Registrar, CEO except in instances when the Board has specifically authorized such exercise of authority to committees to carry out the regulatory works of the College.
3. In the case of directors or committees requesting information or assistance without Board authorization, the Registrar, CEO can decline such requests that require, in the Registrar, CEO's opinion, a material amount of staff time or funds or are disruptive to the achievement of Strategic Outcomes Policies and/or the implementation of the Strategic Plan. Further clarification from the Board can be sought by the Registrar, CEO.
4. Only the Board acting as a body can employ, terminate, discipline, or change the conditions of employment of the Registrar, CEO. An exception may be made in emergency circumstances, in which case the Executive Committee may exercise the powers of the Board in accordance with section 12 of the *Health Professions Procedural Code*.