

BRIEFING NOTE

TO: Board of Directors

FROM: The Governance Committee

DATE: December 7, 2020

SUBJECT: 15.7 Board Effectiveness Self-Evaluation Policy 4-26 Updates

☒ For Decision

☐ For Information

☐ Monitoring Report

Purpose:

To review proposed updates to the Board Effectiveness Self-Evaluation Policy 4-26.

Background:

On October 5, 2020, the Board approved the Ontario Hospital Association (OHA) Board Self-Assessment Tool and the Individual Director Self-Evaluation Tool as a new way of continuously improving the quality of board governance and the process of formally evaluating its own performance.

For Consideration:

As a result of the new self-evaluation tool adopted by the Board, the Board Effectiveness Self-Evaluation Policy 4-26 requires an update to reflect how the Board will conduct its board self-evaluation this year and in the future. The proposed revision is redlined in **Appendix A** below and a clean version, **Appendix B**, is also attached.

Public Interest Considerations:

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:

The Committee did not identify any deficiencies in the policy that would preclude the Registrar, CEO from building the Board and the COO's capacity to promote diversity, equity and inclusion.

Recommendation:

That the Board approve the changes to the Board Effectiveness Self-Evaluation Policy 4-26 as recommended by the Governance Committee.

POLICY TYPE: GOVERNANCE PROCESS

Board Effectiveness Self-Evaluation Policy

POLICY

In order for the Board to achieve its public protection mandate, it must govern with excellence and integrity and hold itself accountable. The Board recognizes that poor governance ultimately costs COO much more than does allocating resources to support the Board in learning to govern well. The Board, as a whole, and individual Directors will invest time and resources to enhance their understanding and ongoing implementation of governance excellence. Further, the Board recognizes that in order to do so, it needs an ongoing plan for Board effectiveness self-evaluation and continuous Board learning and development.

Given this commitment, the Board will assess its performance by conducting an Annual Board Effectiveness Self-Evaluation that adheres to the principles and process outlined below:

1. Directors are required to participate in the Board self-evaluation. In addition, Directors and Appointed Committee Members are required to complete a committee effectiveness evaluation.
 2. The Board effectiveness self-evaluation will pertain to the Board's performance as a whole, as well as an overall summary of individual member contributions. ~~Every other year, the Board will use a comprehensive self-evaluation tool and in the between years a modified, summarized tool.~~ The Committee evaluation will address each specific Committee's effectiveness and will be used annually.
 3. ~~These effectiveness self-evaluations will take place in December following the completion of the~~
~~4. ~~December Board meeting. The summary report will be completed by the end of the first week~~~~
~~5.3. of January for review by the Governance Committee. In the last quarter of the calendar year. A~~
~~report o the results of the self-evaluation will be forwarded to the~~ ~~The Governance Committee,~~
~~which~~ will review
the draft report and discuss the:
 - ~~Clarity of the report;~~
 - Analysis of key themes identified in the report, and
 - Conclusions and the recommended action plan
- The Committee will then share the report and its recommended action plan for discussion with the Board and Board approval at the February Board meeting.
4. The Governance Committee will guide the process on behalf of the Board. To ensure objectivity and efficiency of the process, a qualified, independent third party will be engaged to administer the data collection, prepare the initial analysis, and provide a data summary.

5.

~~6. Directors and Committee Members not responding will receive regular reminders and after three follow-ups. The Board Chair is authorized to take steps to ensure that all Directors and committee members complete the self-evaluation and do so in a timely manner. will follow-up to determine an action plan with each individual who has not responded.~~

~~7.6.~~ The Board will discuss the results of this Board self-evaluation in closed session. The Governance Committee will work with the Board and the Registrar, CEO to develop a governance action plan as appropriate. The plan will be linked to and recorded in the Board's Annual Integrated Strategic Agenda/Work Plan.

~~8.7.~~ Following the Board discussion regarding the results, the Board will report in public session the following:

- a. The record of the Board effectiveness self-evaluation taking place
- b. The number of Directors participating
- c. The Board's related action plan in response to the learning resulting from the evaluation

~~9.8.~~ Committee evaluation results will be forwarded to the first Committee meeting of the year for their review, analysis, and action planning. Each Committee will be asked to report back to Board on their findings and related plan at the May Board meeting.

POLICY TYPE: GOVERNANCE PROCESS**4-26 Board Effectiveness Self-Evaluation Policy**

POLICY

In order for the Board to achieve its public protection mandate, it must govern with excellence and integrity and hold itself accountable. The Board recognizes that poor governance ultimately costs COO much more than does allocating resources to support the Board in learning to govern well. The Board, as a whole, and individual Directors will invest time and resources to enhance their understanding and ongoing implementation of governance excellence. Further, the Board recognizes that in order to do so, it needs an ongoing plan for Board effectiveness self-evaluation and continuous Board learning and development.

Given this commitment, the Board will assess its performance by conducting an Annual Board Effectiveness Self-Evaluation that adheres to the principles and process outlined below:

1. Directors are required to participate in the Board self-evaluation. In addition, Directors and Appointed Committee Members are required to complete a committee effectiveness evaluation.
2. The Board effectiveness self-evaluation will pertain to the Board's performance as a whole, as well as an overall summary of individual member contributions. The Committee evaluation will address each specific Committee's effectiveness and will be used annually.
3. These effectiveness self-evaluations will take place in the last quarter of the calendar year. A report of the results of the self-evaluation will be forwarded to the Governance Committee, which will review the draft report and discuss the:
 - Analysis of key themes identified in the report, and
 - Conclusions and the recommended action plan

The Committee will then share the report and its recommended action plan for discussion with the Board and Board approval at the February Board meeting.

4. The Governance Committee will guide the process on behalf of the Board. To ensure objectivity and efficiency of the process, a qualified, independent third party will be engaged to administer the data collection, prepare the initial analysis, and provide a data summary.
5. The Board Chair is authorized to take steps to ensure that all Directors and committee members complete the self-evaluation and do so in a timely manner.
6. The Board will discuss the results of this Board self-evaluation in closed session. The Governance Committee will work with the Board and the Registrar, CEO to develop a governance action plan as appropriate. The plan will be linked to and recorded in the Board's Annual Integrated Strategic Agenda/Work Plan.

7. Following the Board discussion regarding the results, the Board will report in public session the following:
 - a. The record of the Board effectiveness self-evaluation taking place
 - b. The number of Directors participating
 - c. The Board's related action plan in response to the learning resulting from the evaluation
8. Committee evaluation results will be forwarded to the first Committee meeting of the year for their review, analysis, and action planning. Each Committee will be asked to report back to Board on their findings and related plan at the May Board meeting.