

BRIEFING NOTE

TO: Board of Directors

FROM: Governance Committee

DATE: July 27, 2020

SUBJECT: 12.3 Amendment to Appointed Members Policy 4-06

☐ For Decision

☒ For Information

☐ Monitoring Report

Purpose:

To review the proposed update to the Appointed Members Policy No. 4-06.

Background:

On October 7, 2019, the Board reviewed and voted to keep the status quo of maintaining the COO's current practice of not permitting Appointed Committee Members to attend closed (in-camera) Board sessions.

On May 11, 2020, the Board approved the Board Meeting Process Policy 4-22. The purpose of this policy was to explicitly outline the contents and processes for conducting different types of board meetings. The policy includes a provision that states that Appointed Committee Members are not invited to attend in camera sessions unless circumstances require their attendance to address a specific agenda item, and a motion is carried permitting their attendance for the agenda item in question.

For Consideration:

To ensure consistency with the new Board Meeting Policy 4-22 and with the Board's decision of October 7, 2019, item No. 10 has been added to the Appointed Members Policy 4-06 to reflect coherence and uniformity and is attached for the board's information. **(APPENDIX A)**

Recommendation/Action Required:

For information only.

APPENDIX A

POLICY TYPE: GOVERNANCE PROCESS

4-06 Appointed Members Policy

The following policy shall govern the Appointed Committee Members of the College of Opticians of Ontario (COO).

1. The COO shall maintain the required number of Appointed Committee Members as determined each year by the Executive Committee. This will include two individuals appointed as Appointed Discipline Committee Members, who will only sit on the Discipline Committee.
2. Each Appointed Committee Member shall be appointed to a two-year term for a maximum of three consecutive terms. The terms shall run from January 1 to December 31 in each two- year period.
3. An Appointed Committee Member who has been appointed for three consecutive terms will be ineligible for re-appointment until two years after their last term ended.
4. In appointing Appointed Committee Members, the Board will not appoint someone who has been an Elected Director for nine consecutive years unless the individual has not been an Elected Director in the previous two years immediately preceding the appointment.
5. Appointed Committee Members, except for Appointed Discipline Committee Members, will receive an honorarium for attendance and be reimbursed for associated expenses (as specified in the College by-laws) for any Board meetings they attend.
6. Appointed Committee Members will be required to attend discipline orientation training (as offered by HPRO), for which they will be paid an honorarium and expenses.
7. Eligibility criteria for appointment as an Appointed Committee Member are set out in Article 12.2 of the College's by-laws.

8. The duties of an Appointed Committee Member of the COO may include, but are not limited to:
 - a. Sitting as an active Member of a Statutory or Standing Committee;
 - b. Sitting as an active Member of an Ad-Hoc Committee;
 - c. Sitting as an active Member of a panel of the Discipline Committee, Fitness to Practice Committee, Registration Committee, Inquiries, Complaints and Reports Committee or Quality Assurance Committee; and
 - d. Other duties as defined by the Board or the Executive Committee.
9. In the event that a vacancy has occurred on a Statutory, Standing or Ad-hoc Committee, Executive may fill the vacancy with an Appointed Committee Member, other than an Appointed Discipline Committee Member, provided that:
 - a. The vacancy is not for a Public Director;
 - b. The Appointed Committee Member is willing to take on the role of the Committee Member;
 - c. The Appointed Committee Member meets all of the requirements as set out in the COO's by-laws for the position in question; and
 - d. Placing the Appointed Committee Member on the Committee will not constitute a conflict of interest as defined in the COO's internal Conflict of Interest (COI) policy.
10. Appointed Committee Members will not be invited to attend in camera sessions unless circumstances require their attendance in order to address a particular agenda item (e.g. as the chair of a committee) and a motion is carried permitting such attendance. Such attendance will be limited to the portion of the in-camera session where their presence is required.
11. Appointed Committee Members, other than Appointed Discipline Committee Members, will be invited to attend College strategic planning sessions for which they will receive an honorarium and be reimbursed associated expenses.