

BRIEFING NOTE

TO: Board of Directors

FROM: Samir Modhera, Facilitating Director

DATE: March 4, 2024

SUBJECT: Delegation to the Registrar Policy Monitoring Report

☐ For Decision

☐ For Information

☒ Monitoring Report

Purpose:

To review the Delegation to the Registrar Policy Monitoring Report.

Background:

In December 2017, the board approved the **Delegation to the Registrar Policy 3-03**. The purpose of this policy is to outline the requirements of the board in delegating authority to the Registrar, CEO to achieve the strategic outcomes as set by the board.

For Consideration:

A monitoring report on the Delegation to the Registrar Policy is attached as **Appendix A**. A copy of the policy is attached as **Appendix B**.

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. Monitoring important policies confirms that the board is fulfilling its duties and responsibilities and that the appropriate processes are in place to ensure that they are giving due diligence to planning and oversight over the College and will help to identify and analyze potential risks before they negatively impact the College.

Diversity, Equity and Inclusion Considerations:

When reviewing the report, it is incumbent on the board to consider whether any issues or concerns have arisen from a diversity, equity, or inclusion perspective.

Recommendation:

That the board evaluate the success of implementing the Delegation to the Registrar Policy as presented by the facilitating director's report. In doing this, the board should consider the following questions:

1. The report identifies how the board has interpreted each part of the policy. Does the board agree that these interpretations are accurate?
2. Does the board believe that any policies areas should be interpreted differently?
3. Does the board agree with the evidence identified in the report?
4. Does the board have any recommendations on steps that should be taken to address any concerns that have been identified?

APPENDIX A

Delegation to the Registrar Policy 3-03
Monitoring Report

Background:

A monitoring report is a tool used by the Board of Directors to monitor compliance with policies in the board’s Governance Manual. The board reviews two kinds of monitoring reports:

- 1. Registrar Monitoring Reports: These reports are prepared and delivered by the Registrar, CEO and relate to policies in the “strategic outcomes” and “operational boundaries” sections of the Governance Manual. The policies are monitored according to a schedule approved by the board.
- 2. Board Monitoring Reports: These reports are prepared and delivered by a board member and relate to policies in the “board-staff relationship” and “governance process” sections of the Governance Manual. These policies are monitored according to a schedule approved by the board.

Source / Supporting Documents:

- 1. Policy 3-03: Delegation to the Registrar, CEO Policy
- 2. Governance Committee Report presentation during each Board of Directors meeting of the Year 2022 and 2023 assisted in completing this monitoring report.
 - March, May, October, and December
- 3. The monitoring reports presented during each year 2022 and 2023, by the Registrar, CEO and that the board reviewed and motioned the Registrar, CEO’s interpretation of policies and compliance with below policies under review.
 - March, May, October, and December
- 4. Delegation to the Registrar Policy 3-03 report completed and presented by Peggy Judge during March 1, 2022, Board of Directors meeting.
- 5. Additional documents you may wish to refer to the Policy Governance Manual which can be found in the Virtual Boardroom and contains:
 - § Strategic Outcomes Policy (1-01)
 - § Operational Boundaries policies (2-01 – 2-14)
 - § Board-Staff Relationship policies (3-01 – 3-09)
 - § Governance Process policies (4-01-4-29)

#	Policy Criteria	Board Interpretation of Policy Criteria	Evidence Board has met the criteria	Deficiencies and Recommendations	Conclusion: Level of Achievement 1 – Compliance Not Achieved 2 – Compliance Partially Achieved 3 – Compliance Fully Achieved
1.	The Board will 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.	<p>The Board of Directors of the College of Opticians of Ontario is responsible for setting the College's strategic outcomes, and for delegating authority to the Registrar, CEO to achieve those strategic outcomes.</p> <p>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.</p>	<p>The Board has fulfilled its role as evidenced by the existence of Policy 3-03 in the Policy Governance Manual which lays out high level Strategic goals for the CEO. You may also wish to refer to the Policy Governance Manual which can be found in the Virtual Boardroom and contains:</p> <p>Strategic Outcomes Policy (1-01)</p>	N/A	3 – Compliance Fully Achieved
2.	The Board will develop Operational Boundaries policies that define the limitations that the Board wishes to place on the Registrar and CEO's latitude to choose the means to achieving strategic outcomes.	<p>Developed 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. 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</p>	<p>The Board has fulfilled its role as evidenced by the existence of Delegation to the Registrar Policy 3-03 in the Policy Governance Manual Policy Type. You may also wish to refer to the Policy Governance Manual which can be found in the Virtual Boardroom and contains:</p> <p>Operational Boundaries policies (2-01 – 2-14)</p> <p>Operational Boundaries in the Policy Governance Manual, specifically:</p>	N/A	3 – Compliance Fully Achieved

		to be effective.	<p>2-01 Global General Operational Constraint</p> <p>2-02 Financial Planning and Budgeting Policy</p> <p>2-03 Financial Condition Policy</p> <p>2-04 Asset Protection Policy</p> <p>2-05 Vendor Relations & Procurement Management Policy</p> <p>2-06 Investment Policy</p> <p>2-07 Reserves Policy</p> <p>2-08 Human Resources and Relations Policy</p> <p>2-09 Relationship with Public and Beneficiaries Policy</p> <p>2-10 Registrant Relations Policy</p> <p>2-11 Communication and Support to the Board Policy</p> <p>2-12 Corporate Identity, Public Image, and Communication Policy</p> <p>2-13 Intellectual Property Policy</p> <p>2-14 Emergency Registrar, CEO Succession Policy</p> <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 has been overlooked.</p>		
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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.	Recognize that if the Registrar and 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.	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 – Compliance Fully Achieved
4.	The Board will 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.	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 as per developed Board-Staff Relationship policies (3-01 – 3-09)	<p>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.</p> <p>The 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.</p> <p>As per Policy Type:</p> <p>Board – Staff Relationship policy 3-04 states the Board does not interfere with the Registrar, CEO's</p>	N/A	3 – Compliance Fully Achieved

			<p>running of the day-to-day operations of the regulator or involve itself in the management and direction of staff; and</p> <p>Board – Staff Relationship 3-07 Registrar, CEO Performance Evaluation Process Policy states that 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.</p>		
5.	The Board will regularly monitor the Registrar, CEO's interpretations of Strategic Outcomes and Operational Boundaries policies to ensure these interpretations are reasonable.	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)	The Board has fulfilled its role as evidenced by the existence of, and detailed nature of 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 – Compliance Fully Achieved
6.	The Board may change its Strategic Outcomes and Operational Boundaries policies, thereby shifting the boundary between the	<p>Compliance achieved in accordance with the Governance Process policies (4-01-4-29).</p> <p>1) Per Policy Type: Governance</p>	<p>The Board has fulfilled its role as evidenced by:</p> <p>1) Board Policy Review Schedule with those reviews having been</p>	N/A	3 – Compliance Fully Achieved

	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.	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.	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 of this report.		
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Respectfully submitted,

Samir Modhera
Name

Feb 19, 2024
Date

APPENDIX B

POLICY TYPE: BOARD - STAFF RELATIONSHIP

3-03 Delegation to the Registrar, CEO

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.