

BRIEFING NOTE

TO: Board of Directors

FROM: Governance Committee

DATE: October 4, 2021

SUBJECT: 9.3 Content Review of the Delegation to the Registrar Policy 3-03

☒ For Decision

☐ For Information

☐ Monitoring Report

Purpose:

To carry out a scheduled review of the Delegation to the Registrar Policy 3-03 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 Delegation to the Registrar Policy 3-03 was approved by the Board on December 5, 2017 and falls within the Board-Staff Relationship Category. Policies in this category clarify the Board's relationship with the Registrar, CEO and COO staff.

The original Delegation to the Registrar Policy 3-03 (**Appendix A**), and the updated version **Appendix B**, is attached below.

The proposed updates aim to streamline policy 3-03 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.

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 proposed policy is consistent with the COO's organizational values relating to diversity, equity and inclusion.

Recommendation:

To approve the changes to the Delegation to the Registrar Policy 3-03 as recommended by the Governance Committee.

POLICY TYPE: BOARD - STAFF RELATIONSHIP

3-03 Delegation to the Registrar, CEO

BACKGROUND

In keeping with the Governance Approach Policy, 4-01, the Registrar, CEO has the responsibility for achieving specific results and the authority necessary to carry out this work. The purpose of this policy is to outline the manner in which the Board delegates authority to the Registrar, CEO.

All Board authority delegated to staff is delegated through the Registrar, CEO, so that all authority and accountability of staff is considered to be the authority and accountability of the Registrar, CEO.

POLICY

The Board instructs the Registrar, CEO through written policies that prescribe the organizational Strategic Outcomes to be achieved and that limit the means (i.e., that describe organizational situations and actions to be avoided establishing governance risk tolerances). The Registrar, CEO is to use any reasonable interpretation of these policies.

Accordingly:

1. The Board will develop policies directing the Registrar, CEO to achieve specified results, for specified recipients at a specified worth or priority. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Strategic Outcomes policies. All issues that are not “Strategic Outcomes” issues as defined above are “Means” issues.
2. The Board will develop policies that limit the latitude the Registrar, CEO may exercise in choosing the organizational means. These limiting policies 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. These limitations policies will be developed systematically from the broadest, most general level to more defined levels and they will be called Operational Boundaries policies.

The Board will not prescribe organizational means (i.e., prescribe what means to use or how to do the job) delegated to the Registrar, CEO. The Board will instruct the Registrar, CEO on means through limiting the means, i.e. through identifying the boundaries of executive authority.

3. Once the Board establishes either a Strategic Outcomes or an Operational Boundaries Policy, the Registrar, CEO is expected to develop an interpretation of that policy in order to develop the approach to ‘operationalize’ the policy. In the case of Strategic Outcomes Policies, the Board will review the Registrar, CEO’s interpretation for reasonableness. This interpretation will contain operating definitions, which include measurable operating outcomes including appropriate targets where applicable. The Strategic Outcomes interpretation can be updated at any time by the Registrar, CEO, who should notify the Board of any material updates. For Operational Boundaries Policies, the Registrar, CEO’s interpretation can be provided at the time the Monitoring Report is delivered to the Board for review and evaluation for reasonableness.

4. As long as the Registrar, CEO uses *any reasonable interpretation* of the Board's Strategic Outcomes and Operational Boundaries policies, the Registrar, CEO is authorized to establish all further operational policies, make all decisions, take all actions, establish all practices, and develop all activities. Such decisions of the Registrar, CEO shall have full force and authority as if decided by the Board. This does not prevent the Board from obtaining information in the delegated areas except that which the legislation identifies as confidential and/or personal information.
5. The Board may change its Strategic Outcomes and Operational Boundaries policies, thereby shifting the boundary between the Board and Registrar, CEO domains of authority. As long as any particular delegation is in place, and as long as the Registrar, CEO's decisions are reasonable, the Board will support these decisions.

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.