

BRIEFING NOTE

TO: Board of Directors

FROM: Tonya Nahmabin, Facilitating Director

DATE: September 23, 2024

SUBJECT: 6.0 Board Terms of Reference Policy Monitoring Report

☐ For Decision

☐ For Information

☒ Monitoring Report

Purpose:

To review the Board Terms of Reference Policy Monitoring Report.

Background:

In May 2018, the board approved the **Board Terms of Reference Policy (4-03)**. The purpose of this policy is to outline the board's composition, accountability, role, authority and responsibilities.

For Consideration:

A monitoring report on the Board Terms of Reference Policy is attached at **Appendix A**. A copy of the policy is attached at **Appendix B**.

Public Interest Considerations:

The board has recognised the importance of strong governance 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 ensures that appropriate processes are in place to provide due diligence to planning and oversight over 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.

Risk Management Considerations:

Continually monitoring important policies helps to identify, analyse, and address potential organisational risks before they negatively impact the College.

Recommendations/Action Required:

That the board evaluate the success of implementing the Board Terms of Reference 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 policy 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

Board Terms of Reference Policy 4-03 Monitoring Report					
#	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 is responsible for considering and proposing changes to applicable legislation and regulations.	<i>Compliance would be achieved if the Board has kept abreast of the regulatory climate and best practices and proposed any applicable change.</i>	<i>The Board was well informed and made changes to meet the changes to the Registration Regulation. Including changes to the Currency of Practice Policy, The Practicum Policy and the Reinstatement and Changing from Active to Inactive Status Policy.</i> <i>The Board approving the Currency of Practice Policy in June 2023 in anticipation of the new Registration Regulation being approved by the Ontario Government.</i>	No recommendations	3 – Compliance Fully Achieved

2	The Board is responsible for developing and approving by-laws, standards of practice and practice guidelines.	<i>Compliance would be achieved if the Board develops and approves by-laws, standards of practice and practice guidelines as required.</i>	<i>The Board has met its responsibilities as evidenced by its approval of amendments to the COO's by-laws and committee terms of reference policy.</i> <i>The board approved amendments to the by-laws in December 2022 to reduce the overlap between the board and committees.</i>	No recommendations	3 – Compliance Fully Achieved
3	The Board is responsible for developing, approving and monitoring the implementation of board policies.	<i>Compliance would be achieved if the Board develops and implements policies that fulfill the Board's legal, ethical and functional responsibilities.</i>	<i>The Board has met its expectations as it has the Governance committee in place to help develop policies. The Board also monitors a number of policies on a quarterly basis which are indicated at the end of appendices of the policy governance manual on our website.</i>	No recommendations	3 – Compliance Fully Achieved

4	<p>The Board is responsible for setting the COO's strategic goals and direction and overseeing the implementation of the strategic plan.</p>	<p><i>Compliance would be achieved if the Board provides the CEO/ Registrar with a clear direction of its vision.</i></p>	<p><i>The Board has met its expectations as it had a Strategic Planning session and has provided a strategic plan for the upcoming 3-year period. The Board also meets its role as it monitors the implementation of its desired direction with many monitoring reports provided by the CEO/registrar at our Board meetings.</i></p> <p><i>The colour coded report allows the Board to see clearly what areas of the Strategic Plan have been achieved, moved and are still in process.</i></p>	<p>No recommendations</p>	<p>3 – Compliance Fully Achieved</p>
5	<p>The Board is responsible for approving the annual budget and audited financial statements.</p>	<p><i>Compliance would be achieved if the Board approves a budget that is fiscally responsible and audited by a respected accounting firm.</i></p>	<p><i>The Board has met its role as it approves the annual budget at our December meeting.</i></p> <p><i>The Board also fulfills its role by approving the audited financial statements. Also, by monitoring the accounting firm's audit and engaging in a discussion to clarify any concerns it may have.</i></p> <p><i>The Executive Board performs an Auditor Assessment Tool to discuss</i></p>	<p>No recommendations</p>	<p>3 – Compliance Fully Achieved</p>

			<i>when deciding to Reappoint the Auditor.</i>		
6	The Board is responsible for engaging a Registrar, CEO to oversee the operations of the organization and implement the Board's strategic plan.	<i>Compliance would be achieved if the CEO, Registrar has overseen the operations and implemented the Boards strategic plan.</i>	<i>The Board has met its role as per policy 3-03. The CEO has demonstrated his understanding of his role as demonstrated by his staff management and the need to hire new staff at key positions.</i> <i>The Board is also updated on the COO's strat plan by the Registrar with quarterly reports throughout the year.</i>	No recommendations	3 – Compliance Fully Achieved
7	The Board is responsible for providing input and support to the Registrar, CEO to ensure they are provided with sufficient guidance and resources to achieve the Board's	<i>Compliance would be achieved if the Board has provided support and guidance to achieve the Boards strategic outcomes.</i>	<i>The Board has met its responsibilities as per policy 4-01 Governance approach policy. The Board's approving of the budget and strategic plan and the Registrar implementing it as they see it without interference.</i>	No recommendations	3 – Compliance Fully Achieved

	strategic outcomes.				
8	The Board is responsible for monitoring the Registrar, CEO's performance and, where necessary, determining to terminate the Registrar, CEO's employment.	<i>It has the ability to assess and monitor the Registrars, CEOs performance to confirm it falls in line with the Boards vision and expectations.</i>	<p><i>The Board has met its responsibilities as it has an executive subcommittee as per policy 3-07 that reviews the CEO's performance on a yearly basis.</i></p> <p><i>The board also receives monitoring reports from the CEO which in turn help the Board keep abreast of the CEO's performance.</i></p>	No recommendations	3 – Compliance Fully Achieved
9	The Board is responsible for ensuring, through regular stakeholder engagement, that COO policies and processes are consistent with the COO's mandate, changing public expectations and the Board's values, including its commitment to diversity, equity and inclusion.	<i>It continuously seeks stakeholder engagement and revisits the changing public expectations of the Board.</i>	<i>The Board has met its responsibilities by showing commitment to the changing values by continuing to include a briefing note in all of its decisions and how it has taken into account of the public interest. The board has also embarked and continued providing diversity, equity and inclusion training.</i>	No recommendations	3 – Compliance Fully Achieved

10	The Board is responsible for appointing statutory and non-statutory committees to carry out the functions assigned to them under the RHPA and/or by the Board.	<i>Has established the necessary statutory and non-statutory committees to function efficiently as a board.</i>	<i>The Board still has 7 statutory committees (Executive, ICRC, Patient Relations, QA, Registration, FTP & Discipline) & 3 non-statutory committees (Governance, Clinical Practice, Screening).</i> <i>The Board has shown its fluidness and adaptability to establishing non-statutory screening committee for new applicants for board and committee positions.</i> <i>The Board approved a new Pre-Election/ Pre-Appointment Screening Process Policy.</i>	No recommendations	3 – Compliance Fully Achieved
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11	The Board is responsible for appointing individuals to sit on COO committees in accordance with the by-laws.	<i>If the committees are filled appropriately with the mandated number of qualified individuals.</i>	<p><i>The board has met its responsibilities as it has been using the screening interview process to ensure qualified individuals are considered for new members.</i></p> <p><i>The board has maintained and increased the number of professional and public appointed members to enlarge the pool of different viewpoints.</i></p> <p><i>The Board made changes to reduce overlap and provide balance and efficiency between the Board and Committees.</i></p>	No recommendations	3 – Compliance Fully Achieved
12	The Board is responsible for receiving and reviewing quarterly and/ or annual reports from COO committees.	<i>Compliance would be achieved if the Board views and monitors quarterly and /or annual reports from all committees.</i>	<i>The Board has met its responsibilities as it has consistently been provided with reports from all COO committees for review at the obligated time frame.</i>	No recommendations	3 – Compliance Fully Achieved

Respectfully submitted,

A. Hakim

Name

September. 11, 2024

Date

POLICY TYPE: GOVERNANCE PROCESS

4-03 Board Terms of Reference

Board Composition

1. The Board of Directors is composed of elected and public members in accordance with the Opticianry Act, 1991.
2. Professional board members are elected and serve in accordance with the College of Opticians of Ontario (COO) by-laws.

Accountability and Role

3. The Board is established by the Regulated Health Professions Act, 1991 (RHPA) and is accountable to the Minister of Health.
4. The Board's role is to ensure that the COO operates in a manner that is legal, ethical and efficient, so that it fulfills its statutory mandate of regulating the profession of opticianry in the public interest.

Authority and Responsibilities

The Board has ultimate responsibility for its actions. The Board's responsibilities include:

5. Performing such functions as are assigned to it under these Terms of Reference, the RHPA, the Opticianry Act, 1991, the regulations under those acts, and the COO by-laws and policies
6. Considering and proposing changes to applicable legislation and regulations.
7. Developing and approving by-laws, standards of practice and practice guidelines.
8. Developing, approving and monitoring the implementation of board policies, including:
 - a. Strategic Outcomes Policies
 - b. Operational Boundaries Policies
 - c. Board-Staff Relationship Policies
 - d. Governance Process Policies
9. Setting the COO's strategic goals and direction and overseeing implementation of the strategic plan.
10. Approving the annual budget and audited financial statements.
11. Engaging a Registrar, CEO to oversee the operations of the organization and implement the Board's strategic plan.
12. Providing input and support to the Registrar, CEO to ensure they are provided with sufficient guidance and resources to achieve the Board's strategic outcomes.
13. Monitoring the Registrar, CEO's performance and, where necessary, determining to terminate the Registrar, CEO's employment

14. Appointing statutory and non-statutory committees to carry out the functions assigned to them under RHPA and/or by the Board.
15. Appointing individuals to sit on COO committees in accordance with the by-laws.
16. Receiving and reviewing quarterly and/or annual reports from COO committees.
17. Ensuring, through regular stakeholder engagement, that COO policies and processes are consistent with the COO's mandate, changing public expectations, and the Board's values, including its commitment to diversity, equity and inclusion.