

BOARD MEETING MINUTES**June 2, 2025****9:35 AM to 3:45 PM****by zoom**

Attendees:	Mr. Derick Summers, RO, Chair, Board Professional Member Mr. Kevin Cloutier, RO, Board Professional Member Mr. Omar Farouk, Board Public Member (attending virtually) Mr. Paul Imola, RO, Board Professional Member Ms. Peggy Judge, Board Public Member Mr. Stephen Kinsella, Board Public Member Ms. Alicia Munian, Board Public Member Ms. Tonya Nahmabin, RO, Board Professional Member Mr. Carlos Pacheco, RO, Board Professional Member Ms. Grazyna Sepczynska, RO, Board Professional Member Mr. Carlo Sicoli, Board Public Member
Administration:	Mr. Fazal Khan, RO, Registrar, CEO Ms. Amy Stein, Deputy Registrar and General Counsel Ms. Carolyn Robertson, Manager, Communications and Executive Office Ms. Blessing Adebimpe, Staff Accountant Ms. Karen Elkin, Facilitator
Regrets:	Mr. Samir Modhera, RO, Board Professional Member
Guests:	Sukhanpreet Dhannotta, Grewal Guyatt Malcolm Vaz, Grewal Guyatt Deanna Williams, Dundee Consulting

1.0 Introduction

D. Summers introduced himself, the board members, and the administration, and then opened the meeting with a land acknowledgment.

1.1 Conflict of Interest Declaration

No conflicts of interest were declared.

1.2 Adoption of the Agenda

MOTION: TO APPROVE THE AGENDA

MOVED: G. SEPCZYNSKA

SECONDED: A. MUNIAN

FOR: 11

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

2.0 Minutes of March 3, 2025 Board Meeting

MOTION: TO APPROVE THE MARCH 3, 2025 MINUTES

MOVED: S. KINSELLA

SECONDED: K. CLOUTIER

FOR: 11

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

3.0 Financial Reports

3.1 Financial Variance Report to March 31, 2025.

B. Adebimpe presented the financial variance report covering the period from January 1, 2025, to March 31, 2025, to the board. The report indicated that the college is trending under budget, with notable variances in revenue and expenses due to the timing of payments. Overall, the variance report showed that the budget is on track for this time of year.

The board was invited to ask questions.

MOTION: THAT THE BOARD APPROVE THE FINANCIAL VARIANCE REPORT TO MARCH 31, 2025.

MOVED: G. SEPCZYNSKA

SECONDED: T. NAHAMABIN

FOR: 11

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

The board had some time before the next speaker and decided to move ahead with the Registrar's report.

12.1 Registrar's Report

F. Khan presented the registrar's report and discussed how the new as-of-right registration will affect opticians in Ontario. The report also covered:

- The addition of a new Director of Registration, Stephanie Jung.
- Key dates for upcoming external relations events were noted.
- The Board was updated on the Industry roundtable hosted in partnership with NACOR
- The College partnered with the College of Audiologists and Speech Language Pathologists to co-host a second free Diversity, Equity, and Inclusion education event on April 28th.
- In early May, the COO held a Facilitative Chair training session and invited other colleges to participate

The board was invited to ask questions.

12.2 -12.4 Reports

The board determined that they would approve the reports as the meeting was still ahead of schedule. A discussion followed regarding the improved timeline for ICRC processing cases.

It was noted that NACOR's governance model has changed, and the Board will be smaller; going forward, meetings will only include administration.

MOTION: TO APPROVE THE REGISTRAR'S REPORT, the 12.2 COMMITTEE REPORTS, 12.3 THE NACOR REPORT, AND 12.4 THE COMMUNICATIONS REPORT.

MOVED: S. KINSELLA

SECONDED: P. IMOLA

FOR: 11

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

7.0 Reassess the 2025 Board Workplan

A. Stein presented the 2025 Board Workplan. It was noted that a few items were added to the plan since the December meeting. In addition, the refresher program and the currency policy have both been deferred.

MOTION: TO APPROVE THE 2025 BOARD WORKPLAN AS PRESENTED

MOVED: G. SEPCZYNSKA

SECONDED: K. CLOUTIER

FOR: 11

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

The Board was then joined by M. Vaz and S. Dhannotta.

3.2 Audit Report Presentation

M. Vaz and S. Dhannotta presented the Audit Findings Report and the Audited Financial Statements to the Board. It was explained that while there was a restatement of prior year numbers due to the timing of revenues, the 2023 and 2024 audit reports were clean reports. Increases in cash and investments were highlighted, and it was noted that revenues were slightly higher than the previous year, mainly due to increased optician registration fees and membership fees, while expenses were in line with the revenue increase.

The board was invited to ask questions.

MOTION: TO APPROVE 2024 AUDITED FINANCIALS AS PRESENTED.

MOVED: G. SEPCZYNSKA

SECONDED: A. MUNIAN

FOR: 11

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

4.1 Proposed By-law changes Re: Legacy Retired Optician

A. Stein presented the proposed bylaw changes regarding the Legacy Retired Optician Policy, which the board approved.

Under the registration regulation, which came into force on July 1, 2024, Registered Opticians with life member status will automatically be revoked once a three-year period has elapsed.

At the March meeting, the board discontinued life membership and established a Legacy Retired Optician Status in its place. Current Life Members will be transitioned to the new Legacy Retired Optician status and acknowledged on the website. For the outlined changes to take effect, Article 3 of the college's bylaws was rescinded, the Life Member Policy was revoked, and the new Legacy Retired Optician Policy was approved.

Diversity, Equity, and Inclusion Considerations: The proposed policy will provide a way to recognize deceased opticians, which was not possible under the Life Member program.

The Board determined at its meeting in March 2025 that the public interest rationale of limiting participation in board elections to active registrants outweighed any concerns identified during the consultation about the exclusion of retired opticians.

Risk management consideration: The proposed changes will achieve the risk management priorities identified by the Board at its March 2025 meeting to avoid misleading the public while also publicly recognizing the achievement of long-serving retired opticians.

Public interest considerations: The proposed by-law and policy changes will achieve the public interest objectives identified by the Board at their March 2025 meeting, including:

- Reducing public confusion: The new name for the status, Legacy Retired Optician, will be clearer than “Life Member” or “Honorary Retired Status” in communicating that these are former registrants who are no longer entitled to practice. Public confusion will also be reduced by moving recognition of the status from the public register to a designated page on the College’s website.
- Maintaining recognition: The proposed policy will allow the College to maintain a way to recognize the contributions of retired opticians.

The board affirmed that they agreed with the Diversity, Equity, and Inclusion, Risk Management, and Public Interest considerations put forward by the committee.

MOTION: TO RESCIND ARTICLE 3 OF THE COLLEGE’S BY LAWS

MOVED: G. SEPCZYNSKA

SECONDED: S. KINSELLA

FOR: 11

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

MOTION: TO RESCIND THE LIFE MEMBER POLICY

MOVED: C. SICOLI
SECONDED: T. NAHMABIN

FOR: 11
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

MOTION: TO APPROVE THE LEGACY RETIRED OPTICIAN STATUS POLICY

MOVED: P. JUDGE
SECONDED: K. CLOUTIER

FOR: 11
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

5.0 Board Policy Review and Updates

E. Borins presented the three policies for review this quarter. No changes were put forward for any of the three policies. The policies are:

- Quality Assurance Committee Terms of Reference and Mandate Policy 4-15
- Clinical Practice Committee Terms of Reference and Mandate Policy 4-16
- Intellectual Property Policy 4-28

The committee did not put forward any Diversity, Equity, and Inclusion considerations for the three policies.

Risk Management Considerations: Regularly reviewing the content of governance policies to ensure that they remain relevant and continue to serve the board's needs and strategic objectives aligns with the COO Strategic Plan 2023- 2025 and helps to mitigate organizational risk.

The public interest consideration: The board has recognized 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. Reviewing the content of these policies ensures that they remain consistent and effective, and that the College is up to date with regulations, technology, and regulatory best practices.

MOTION: NO CHANGES TO ALL THREE POLICES AS RECOMMENDED BY THE GOVERNANCE COMMITTEE

MOVED: G. SEPCZYNSKA
SECONDED: P. IMOLA
FOR: 11
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

6.0 Approval the 2025 Board Action Plan

E. Borins presented the briefing note for the 2025 Board Action Plan. The Board action plan is developed based on the results of the board self-evaluations from the previous year.

MOTION: TO APPROVE THE 2025 BOARD ACTION PLAN AS RECOMMENDED BY THE GOVERNANCE COMMITTEE.

MOVED: T. NAHMABIN
SECONDED: C. SICOLI

FOR: 11
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

As the Board was running ahead of schedule, they had an early lunch starting at 11:15. The Board meeting resumed at 1:20 with a presentation by D. Williams.

8.0 External Board Effectiveness Evaluations

D. Williams presented an overview to the Board of the external evaluation process, beginning with a review of the decisions made in December 2024. The two-part board effectiveness evaluation process combines self-assessment with peer reviews using a 4-point rating scale. This year, the process will follow up on the 2023 review, with results to be presented to the board in September. Individual board members will assess themselves alongside five randomly assigned peers, and the aggregate results will be discussed in one-on-one meetings between board members and the chair/vice chair. Peer assessments will remain confidential, presenting aggregate scores instead of individual ratings.

The Board was invited to ask questions.

This was for information only.

9.0 Board Annual Strategic Workplan /Policy

P. Imola presented the board's workplan policy evaluation to the board. The board reviewed its annual Strategic Work Plan Policy, with the College reporting full compliance across three policy criteria for 2023-2025. The policy criteria included the board leading its own strategic governance goals and agenda, the agenda for board meetings, and a regular review of the at-a-glance Annual Board Strategic Agenda Workplan for the year. Additionally, the criteria included the ability for board members to suggest the need for a new policy or an update to an existing one.

Public Interest Considerations: The board has recognized 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 organizational risks before they negatively impact the College.

The board agreed with the public interest, diversity, equity, and inclusion, and risk management considerations put forward by the committee.

This monitoring report was shared for information only.

10.0 Monitoring Report

10.1 Financial Condition Policy (2-03) Monitoring Report

K. Elkin provided some context around the monitoring reports as a risk management check for the Board. The board is asked if the Registrar's interpretation was reasonable, and if the policy was complied with. These reports are used to monitor the Registrar's performance and by extension the performance of the organization.

F. Khan presented the Financial Condition Policy Monitoring Report to the Board. The report covered the period from June 2024 to May 2025.

The report noted that the College continued to be in a strong financial position. The Registrar and Deputy Registrar meet quarterly to review the variance reports and the budget and communicate regularly with the auditors. No funds were borrowed or loaned in 2024 or Q1 of 2025. No funds from the reserve fund were spent in 2025.

Public Interest Considerations: The steps taken by the Registrar, CEO, to comply with the Financial Planning and Budgeting policy will serve the College's public interest mandate by ensuring financial planning and budgeting is done efficiently, transparently, and sustainably. This includes steps to

optimize budgeting while reducing financial risk exposure by maintaining a robust financial reserve. The policy promotes financial protection through clear guidelines and regular reviews of the financial planning and budgeting process. This approach helps enhance public trust, protect the college against possible financial risks, and align budgeting with the College's needs.

Diversity, Equity, and Inclusion Considerations: No Diversity, Equity, and Inclusion concerns have been identified concerning the College's investment strategy.

Risk Management Considerations: The policy being monitored falls into the Operational Boundaries policy category. In reviewing this monitoring report, the board should consider whether it is satisfied with the Registrar, CEO's interpretation and application of the policy to manage risk relating to the COO's financial position and its ability to operate within its means.

The board agreed with the public interest, diversity, equity, and inclusion, and risk management considerations.

MOTION: THAT THE BOARD APPROVE THAT THE REGISTRAR'S INTERPRETATION OF THE POLICY WAS REASONABLE

MOVED: G. SEPCZYNSKA

SECONDED: O. FAROUK

FOR: 11

AGAINST: 0

ABSTAINED: 0

MOTION: THAT THE BOARD AGREES THAT THE REGISTRAR, CEO COMPLIED WITH THE POLICY.

MOVED: P. IMOLA

SECONDED: S. KINSELLA

FOR: 11

AGAINST: 0

ABSTAINED: 0

10.2 Investment Policy Monitoring Report

F. Khan presented the Investment Policy Monitoring report to the board. The report covers the period from January 2025 to May 2025.

To manage the COO's investments, the Registrar, CEO, works with an investment advisor and operates within the investment parameters set out by the board. Results are evaluated with support from the Deputy Registrar and the Finance Manager to ensure compliance with the policy.

Audited financial statements are provided annually at the June meeting and include investment results for the previous fiscal year.

Public Interest Considerations: This policy serves the public interest by ensuring investment is used efficiently, transparently, and sustainably. It optimizes investment placement while improving service delivery by maintaining funds in high interest savings account that can be withdrawn at any time. The policy promotes accountability through clear guidelines and regular reviews of investment with the guidance of an investment manager and aims for equitable resource distribution. This approach helps enhance public trust, protect funds against possible risks, and align investment management with the College's needs.

Diversity, Equity, and Inclusion Considerations: DEI considerations include diversifying the college's portfolio to ensure the inclusion of underrepresented businesses, small and medium-scale businesses, while addressing varied stakeholder needs.

Risk Management Considerations: The policy being monitored falls into the Operational Boundaries policy category. In reviewing this monitoring report, the board should consider whether it is satisfied with the Registrar, CEO's interpretation and application of the policy to manage risk relating to the COO's investments, including market and liquidity risks.

The board agreed with the public interest, diversity, equity, and inclusion, and risk management considerations.

MOTION: THAT THE BOARD APPROVE THAT THE REGISTRAR'S INTERPRETATION OF THE POLICY WAS REASONABLE

MOVED: P. IMOLA
SECONDED: S. KINELLA

FOR: 11
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

MOTION: THAT THE BOARD AGREES THAT THE REGISTRAR, CEO, COMPLIED WITH THE POLICY.

MOVED: G. SEPCZYNSKA
SECONDED: C. SICOLI
FOR: 11
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

10.3 Emergency Registrar, CEO Succession

F. Khan presented the Emergency Registrar, CEO Succession Policy Monitoring report to the board. The report covers the period from January 2023 to January 2025.

In the event of an Emergency, the Deputy Registrar would assume the responsibilities of the Registrar, CEO. The Deputy Registrar is kept abreast of all major decisions and the day-to-day operations of the college. In the event of an extended absence, the Deputy Registrar could outsource responsibilities as legal counsel, and the practice advisor would take over all practice advice functions currently performed by the Registrar, CEO.

The board chair and vice chair are also kept informed on all major organizational issues, and records are kept in an organized manner, allowing for an easy transition should that be necessary.

MOTION: THAT THE BOARD APPROVE THAT THE REGISTRAR'S INTERPRETATION OF THE POLICY WAS REASONABLE

MOVED: P. IMOLA

SECONDED: C. SICOLI

FOR: 11

AGAINST: 0

ABSTAINED: 0

MOTION: THAT THE BOARD AGREES THAT THE REGISTRAR, CEO, COMPLIED WITH THE POLICY.

MOVED: P. JUDGE

SECONDED: A. MUNIAN

FOR: 11

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

11.0 Department Spotlight

S. Scott, Director of Policy and Governance, and R. Law, Project Assistant, made a presentation to the board that covered S. Scott's work on the patient relations and governance committee and their collective work on the strategic plan.

13.0 Adjournment

MOTION: TO ADJOURN

MOVED: P. JUDGE
SECONDED: G. SEPCZYNSKA
FOR: 11

AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED