College of Opticians of Ontario

BRIEFING NOTE

TO: **Board of Directors**

FROM: **Mark Priddle, Facilitating Director**

DATE: **December 1, 2026**

SUBJECT: **Board Code of Conduct Monitoring Report**

☐ For Decision ☐ For Information ☒ Monitoring Report

Purpose:

To review the Board Code of Conduct Monitoring Report.

Background:

The Code of Conduct for Directors and Committee Members forms Schedule D of the COO by-laws. The purpose of the code is to ensure that Directors and Committee Members perform their duties in a manner that promotes the highest standard of public trust and integrity.

For Consideration:

A monitoring report on the Board Code of Conduct is attached at **Appendix A**. A copy of the policy is attached at **Appendix B**.

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, analyze, and address potential organizational risks before they negatively impact the College.

College of Opticians of Ontario

Recommendations/Action Required:

The Board evaluate the success of implementing the Board Code of Conduct 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 Code of Conduct. Does the Board agree that these interpretations are accurate?

2. Does the Board believe that any areas of the Code of Conduct 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?

Board Code of Conduct 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 ensuring that Directors and Committee Members have fulfilled their obligation to demonstrate loyalty.	*The Board will have fulfilled its role if members (Board and Committees) have recognized their fiduciary duty to act in the best interest of the College and the public; to uphold and support the decisions of the Board; and adhered to the College's established governance model.*	*• Public interest consideration is identified, discussed, and reviewed for all Board decisions* *• Social media campaign to increase awareness of the role of healthcare providers*		**3 - Compliance Fully Achieved**
2.	The Board is responsible for ensuring that Directors and Committee Members demonstrate accountability, diligence, and competence.	*The Board will have fulfilled its role if members have made all decisions in the best interest of the public; maintained adherence to applicable legislation and By-laws; participated in all required training sessions; attended meetings regularly and being prepared; and participating constructively, respectfully and with an open mind in all decision-making.*	*• Attendance by most Board members at quarterly meetings with sessions starting on time* *• High level of participation indicates preparedness in advance and active discussions towards decision-making* *• Overview of COO Departments presented to Board at meetings to improve competence* *• Continued training of all Board and Administrative members* *o Cybersecurity*		**3 - Compliance Fully Achieved**

			o DEI *o Governance* *o Leadership* *• Frequent scheduled reviews of governance policies to ensure Board is held accountable to its commitments and mandates* *• Restructuring of Electoral Districts completed to align best practices in governance* *• New Board meeting facilitator onboarded in 2026*		
3.	The Board is responsible for ensuring that Directors and Committee Members demonstrate integrity.	*The Board will have fulfilled its role if members have declared and acted accordingly for all conflicts of interest; complied with confidentiality obligations; refrained from engaging in discussions about Board matters outside meetings; not attempted to exercise individual authority; maintained appropriate boundaries; respected the Chair and other Board members; refrained from using College materials for personal or business reasons; and ensuring all public communications comply with Board Code of Conduct.*	*• Conflict of interest declarations are tracked at every Board meeting and with every review* *• Attempt to decrease overlap between the Board and Committees* *o Decreasing potential conflict of interests* *o Increased competency with each role* *• Acknowledgement and acceptance regarding fiduciary duties* *• Approval of an auditing body* *• Risk considerations identified, discussed and reviewed for all decisions*		**3 - Compliance Fully Achieved**

			made		
4.	The Board is responsible for ensuring that Directors and Committee Members demonstrate independence.	*The Board will have fulfilled its role if members have made all decisions impartially and fairly; recognized that members have no authority to direct, instruct or evaluate College staff; and refrained from attempting to influence any decisions.*	*• Decisions are made impartially, fairly and without discrimination/bias – all decisions are made by reviewing* ***public interest, DEI impact and risk management*** *considerations.* *• Board members trained to approach all issues with an 'open mind'* *• Review of Board and committee resources done by third party and through self- assessments*		**3 - Compliance Fully Achieved**
5.	The Board is responsible for ensuring that Directors and Committee Members demonstrate diversity and cultural humility.	*The Board will have fulfilled its role if members have participated in discussions in a respectful, constructive and courteous manner; supported diversity by welcoming alternative views, demonstrating respect for others and recognizing the value of diversity.*	*• Compliance to the Human Rights code and AODA* *• Creation of new committees to address the changing environment and associated requirements of this industry* *• DEI training* *o Cultural Safety* *o DEI + Belonging* *• DEI concerns are identified, discussed, and reviewed with every motion* *o Flexibility built into every program* *o Addressing barriers for certain demographics* *• Board members*		**3 - Compliance Fully Achieved**

			welcomed alternative points of view *• Members participated in respectful discussions at meetings* *• Public engagement* *o Social media* *o Livestreaming on YouTube* *o Onboarding public appointees from a variety of backgrounds* *o Opinion surveys*		
6.	The Board is responsible for ensuring that the Code of Conduct is enforced.	*The Board will have fulfilled its role if any concerns have been brought to the attention of the Chair/Vice Chair/Director; attempted informal resolution of these concerns; followed the established process if informal attempts are unsuccessful.*	*• Meetings are chaired by a neutral resource/facilitator* *• Meeting norms are enforced by the facilitator* *• There were no occasions on which the formal enforcement process was invoked* *• Nomination and acclamation process is fair* *• Code of Conduct Monitoring Report is reviewed bi-annually*		**3 - Compliance Fully Achieved**

During the preparation of this report, several recommended amendments and updates to the Board Code of Conduct Policy were developed which can be provided to, and reviewed by, the Governance Committee, for the Board's consideration.

Respectfully submitted,

Mark Priddle	November 16, 2026
_____	_____
Name	Date

COLLEGE OF OPTICIANS OF ONTARIO

SCHEDULE D TO THE BY-LAW:
CODE OF CONDUCT FOR
DIRECTORS AND COMMITTEE MEMBERS

Purpose

1. The purpose of this Code of Conduct is to ensure that Directors and Committee Members perform their duties in a manner that promotes the highest standard of public trust and integrity.

General Obligations

2. This Schedule applies to all Directors and Committee Members.

3. All Directors and Committee Members shall conduct themselves ethically, respectfully and lawfully, and act in a manner that is consistent with the College's statutory mandate to regulate opticianry in the public interest.

Loyalty

4. In carrying out their role, each Director and Committee Member shall demonstrate loyalty by:

    a. Recognizing and acknowledging their fiduciary duty to act in the best interests of the College and the public, and that this duty supersedes any loyalties to other organizations, associations, persons or personal or professional interests.

    b. Publicly upholding and supporting the decisions of the Board, regardless of their personal position on the issue. This provision does not prevent a person from stating that an issue dealt with at a public meeting was vigorously debated or that it was not decided unanimously.

    c. Adhering to the College's established governance model.

Accountability, Diligence and Competence

5. In carrying out their role, each Director and Committee Member shall demonstrate accountability, diligence and competence by:

    a. Making all decisions in good faith and in the best interest of the public.

    b. Acquiring, applying and maintaining knowledge of applicable legislation (including the *RHPA* and the *Opticianry Act)*, and the by-laws, policies and procedures of the College.

    c. Participating in all required orientation and training sessions.

d. Attending Board and/or Committee meetings regularly and being on time.[1]

e. Coming prepared for Board and/or Committee meetings, having read all background materials and briefing documents.

f. Participating constructively in discussions and decision-making.

Integrity

6. In carrying out their role, each Director and Committee Member shall demonstrate integrity by:

   a. Not acting when in a conflict of interest and declaring all real or potential conflicts of interest (see **Appendix I**, below).

   b. Complying with their confidentiality obligations (see **Appendix II**, below).

   c. Refraining from engaging in any discussion about Board or Committee matters outside of the appropriate meeting setting.

   d. Maintaining appropriate decorum during all Board and Committee meetings by adhering to the rules of order adopted by the Board.

   e. Not attempting to exercise individual authority over the College, including not directing the work of individual College staff.

   f. Maintaining appropriate boundaries with all other Directors, Committee Members and staff, including refraining from behaviour that may reasonably be perceived as discriminatory or as verbal, physical or sexual abuse or harassment, and intervening as appropriate when observing such behaviour by others.

   g. Respecting that the Chair (or their delegate) is the only person authorized to act as the Board's spokesperson, and that the Registrar is the only person authorized to act as the spokesperson on behalf of the College, and referring all requests for comment by the media and others to the designated spokesperson.

   h. Refraining from including or referencing Board or Committee titles or positions held at the College in any personal or business promotional materials, advertisements and business cards used for economic gain (although referencing one's titles or positions held at the College in one's curriculum vitae (including virtual CVs such as LinkedIn) is acceptable so long as the curriculum vitae is not overtly used in a promotional manner).

   i. Ensuring that all public communications, including communications made via social media, comply with this Code (see **Appendix III**, below).

[1] This includes the requirement to not miss two (2) or more consecutive meetings without reasonable cause.

Independence

7. In carrying out their role, each Director and Committee Member shall demonstrate independence by:

    a. Making decisions impartially, fairly, using best evidence and without discrimination or bias.

    b. Recognizing that individual Directors or Committee Members have no authority to instruct or evaluate College staff, and no authority to insert themselves into employee operations.

    c. Refraining from attempting to influence a decision of the Board or a Committee unless they are a member of the panel or Committee dealing with the matter and the discussion is taking place in the appropriate forum.

Diversity and Cultural Humility

8. In carrying out their role, each Director and Committee Member shall demonstrate diversity and cultural humility by:

    a. Participating in discussions and deliberations in a respectful, constructive, and courteous manner.

    b. Supporting diversity and inclusion by:

        i. Welcoming alternative points of view.

        ii. Demonstrating respect for other Directors and Committee Members, staff, and all other individuals with whom they interact in the course of carrying out their duties.

        iii. Recognizing and respecting the value of diversity and the contributions of all other Directors and Committee Members.

Code of Conduct Enforcement

9. Concerns about a Director shall be brought to the attention of the Chair and/or Vice-Chair.

10. Concerns about a Committee Member shall be brought to the attention of the Committee chair and/or vice-chair.

11. The Chair, Vice-Chair, Committee chair and/or vice-chair shall report the concern to the Registrar.

12. Wherever possible, unless it is inappropriate to do so, informal resolution between the person with the concern and the Director or Committee Member about whom the concern pertains should be attempted before engaging the formal complaints process. Nothing in this Schedule prevents the informal resolution of Code of Conduct concerns including by

providing feedback, guidance, reminders, advice or counselling or by negotiating agreements or undertakings.

13. The following process shall be followed to address a complaint filed about a Code of Conduct concern where it was not possible to reach an informal resolution before or during the process:

    a. A written complaint shall be filed with the Registrar. A complaint can be made by a member of the public, a Director or Committee Member, the Registrar or a staff member. If a Director or Committee Member receives such a complaint, they shall immediately file it with the Registrar.

    b. The Registrar shall report the complaint to the Chair and/or the Vice-Chair, who shall bring the complaint to the Executive Committee.

    c. If the Executive Committee, after any investigation it deems appropriate, believes that the complaint warrants formal action, it shall call a Board meeting. The Board shall determine whether there has been a breach of the Code of Conduct, and if so, impose the appropriate sanction, which can include one or more of the following:

        i. Censure of the Director or Committee Member verbally or in writing;

        ii. Removal of the Director or Committee Member from any committee and/or working group on which they serve in accordance with Article 12.3;

        iii. A vote to disqualify an Elected Director in accordance with Article 6.15 or a report requesting removal of a Public Director from the Board to the Public Appointments Secretariat; or

        iv. Any other sanction appropriate in the circumstances.

    d. The Director or Committee Member whose conduct is the subject of concern shall not take part in the deliberation or vote, however they will be given a reasonable opportunity to respond to the allegation.

APPENDIX I
to Schedule D of the By-Law

Conflict of Interest

1. The purpose of this appendix is to provide guidance on how Directors and Committee Members are to comply with the obligations set out in the Code of Conduct to avoid and declare conflicts of interest. These provisions in no way limit the full extent of the duties set out in the Code of Conduct.

2. All Directors and Committee Members have a duty to carry out their responsibilities in a manner that serves and protects the interest of the public and fulfils the mandate of the College. As such, they must not engage in any activities or in decision-making concerning any matters where they have a direct or indirect personal, professional or financial interest. All Directors and Committee Members have a duty to uphold and further the intent of the Opticianry Act to regulate the practice and profession of opticianry in Ontario, and not to represent the views of advocacy or special interest groups.

3. Directors and Committee Members recognize that a conflict of interest or an appearance of a conflict of interest by a Director or a Committee Member:

    a. could bring discredit to the College;

    b. could amount to a breach of the fiduciary obligation of the person to the College; or

    c. could create liability for either the College and/or the person involved.

4. The terms “conflict of interest” and “appearance of bias” are often used interchangeably. The term “conflict of interest” generally applies to policy or administrative decisions while the term “appearance of bias” generally applies to an adjudicative type of decision. For the purposes of the Code of Conduct, including this appendix, they mean the same thing.

5. A conflict of interest exists where a reasonable member of the public would conclude that a Director or Committee Member’s personal, professional or financial interest, relationship or affiliation may affect their judgment or the discharge of their duties to the College. A conflict of interest may be real or perceived, actual or potential, or direct or indirect.

6. For the purpose of this Schedule, the Director or Committee Member’s personal, professional or financial interests include the interests of a close friend, relative (parent, spouse or other romantic partner, child or sibling), or affiliated entity of a Director or Committee Member.

7. Directors and Committee Members must disclose all involvements with other organizations, vendors or associations that might give rise to, or might reasonably be seen as giving rise to, a conflict.

8. Without limiting the usual and ordinary meaning of “conflict of interest” or “appearance of bias”, some examples of activities or circumstances that would usually constitute a conflict of interest or an appearance of bias for a Director or a Committee Member include the following:

    a. Advising or assisting anyone in their dealings with the College, other than directing them to the appropriate member of staff at the College.

    b. Participating in the decision-making process where the decision could confer a non-trivial personal, professional or financial benefit to themselves.

    c. Using their position as a Director or Committee Member to secure special privileges or exemptions for themselves or others.

    d. Using their position as a Director or Committee Member to advance their personal, professional or financial interests.

    e. Using any information learned in the course of their duties as a Director or Committee Member to advance their own personal, professional or financial interests.

    f. Acting in a manner that demonstrates, or appears to demonstrate, a closed mind on an issue that is before the Board or Committee.

    g. Giving or receiving, or agreeing to receive, directly or indirectly, any compensation, gifts, reward or gratuity from a source except the College, or in the case of Public Directors, the Office of the Public Appointments Secretariat of the Ontario Government, for a matter connected with or related to the Director or Committee Member’s service to the College, including speaking engagements given in their capacity as a Director or Committee Member. However, if the payment or gift cannot in the circumstances be gracefully declined, it is not a conflict of interest if the Directors or Committee Members immediately turns it over to the Registrar. Moreover, it is not a conflict to accept and retain a memento of nominal value ($50.00 or less) or of no commercial value (e.g. commemorative plaque).

    h. Accepting, directly or indirectly, any compensation, gratuity, or reward from any other person that is or becomes beneficially interested in a contract or financial arrangement with the College.

    i. Holding a responsible position such as director, owner, board member or officer or is an employee of any organization of or for opticians that has as its primary mandate the promotion of the opticianry profession.

    j. Holding a responsible position such as director, owner, board member or officer or is an employee of another organization where their duties may be seen by a reasonable person as influencing their judgment in the matter under consideration of the Board or Committees. For example, an educator in a school should not participate in any decisions relating to the status of that school, its program(s) or the acceptability for registration of graduates from that school.

k. Initiating, joining, continuing or materially contributing to a legal proceeding against the College or any Committee or representative of the College

l. Being the subject of an inquiry or investigation by the College, the police or another authority that impairs the ability of the Director or Committee Member to participate in a decision or to continue to serve in their position or has the potential to jeopardize public trust in the Board, the Committee or the College.

m. Publishing, including posting on social media or other online forum, a statement that could impair the public's confidence in the College or compromise the public image of the College or the ability of the Director or Committee Member to make transparent, objective, impartial and fair decisions that are in the public interest.

9. Where a Director or Committee Member believes that they have a conflict of interest in a particular matter, they shall:

    a. Prior to any consideration of the matter, declare to the Board or the Committee that they have a conflict of interest that prevents them from participating;

    b. Not take part in the discussion of or vote on any question in respect of the matter;

    c. Leave the room for the portion of the meeting relating to the matter even where the meeting is open to the public; and

    d. Not attempt in any way to influence the voting or do anything which might reasonably be perceived as an attempt to influence other Directors or Committee Members or the decision relating to the matter.

10. Where a Director or Committee Member is in doubt as to whether they have a conflict of interest, they shall consult with an appropriate person, such as the chair of the affected Committee, the Chair, the Registrar, a designated member of staff, or independent legal counsel in a hearing.

11. Where a Director or Committee Member believes that another Director or Committee Member has a conflict of interest that has not been declared despite any appropriate informal communications, the first Director or Committee Member shall advise an appropriate person, such as the chair of the affected Committee, the Chair, the Registrar, a designated member of staff, or independent legal counsel in a hearing. The person who is suggested as having a conflict of interest is entitled to address the matter before any decision is made by the Board or relevant Committee, as appropriate.

12. Where the Director or a Committee concludes that one of its members has a conflict of interest that has not been declared, it can direct that the Director or Committee Member not participate in the discussion or decision, leave the room for that portion of the meeting, and not try to otherwise exert influence in the matter.

13. Every declaration or finding of a conflict of interest shall be recorded in the minutes of the meeting.

APPENDIX II
to Schedule D of the By-Law

Confidentiality

1. The purpose of this appendix is to provide guidance on how Directors and Committee Members are to comply with the confidentiality obligations set out in the Code of Conduct. These provisions in no way limit the full extent of the duties set out in the Code of Conduct.

2. Directors and Committee Members shall:

    a. Regularly review and maintain familiarity with their legislative obligations relating to confidentiality, including section 36 of the RHPA and sections 83 and 83.1 of the Health Professions Procedural Code.

    b. Treat all information learned in the course of their duties as confidential, and shall not disclose it to any other person unless an exception set out in the legislation applies. Where a legal exception may apply, it should generally be left to College staff to disclose the information, however this does not preclude a Director or Committee Member from disclosing information as required for the performance of their duties, such as in rendering a decision and reasons on behalf of a Committee or a panel of a Committee.

    c. Treat all communications within a Committee or panel of a Committee as confidential from any other person, including Directors or Committee Members that are not part of the Committee or panel in question.

    d. Treat internal communications within the College as confidential and shall only obtain or disclose information on a need-to-know basis.

    e. Take reasonable measures to safeguard College information, including:

        i. the safe management of paper documents.

        ii. the safe management of portable electronic devices, including ensuring that all devices used to view or access College information, such as laptop computers or mobile phones, are password protected.

        iii. avoiding the use of unsecure public networks and/or unsecure electronic forms of communication.

        iv. avoiding discussing or displaying information in a public space where it can easily be heard and/or viewed by others.

    f. Immediately advise the Registrar if they believe there has been a breach of confidentiality by a Director or Committee Member, whether intentional or unintentional.

APPENDIX III
to Schedule D of the By-Law

Social Media

1. The purpose of this appendix is to provide guidance on how the Code of Conduct applies to a Director or Committee Member's use of social media. These provisions in no way limit the full extent of the duties set out in the Code of Conduct.

2. For the purposes of this appendix, references to "social media" will include any website, application or other online public forum that permits individuals to create and share content, participate in social networking, and/or post comments. Examples of social media and other online public forums include (as of January 2020): Twitter, LinkedIn, Facebook, Instagram, YouTube, blogs (including personal blogs, or blogging websites such as Reddit), review websites (e.g. Google or Yelp, etc.), news media sites and message boards.

Social Media undertaken for the purpose of personal or professional use

3. Directors and Committee Members who have their own social media accounts, whether personally or through an affiliated business or other entity, shall ensure that their use of social media is consistent with the Code of Conduct. Without limiting this general requirement, some examples of conduct that would usually be viewed as violating the Code of Conduct include where the Director or Committee Member posts or otherwise engages with content that:

    a. Discloses confidential information.

    b. Gives rise to a conflict of interest or the appearance of a conflict of interest.

    c. Contains a statement that could impair the public's confidence in the College or compromise the public image of the College or the ability of the Director or Committee Member to make transparent, objective, impartial and fair decisions that are in the public interest.

    d. Expresses personal disagreement with a decision of the Board.

    e. Gives the appearance that they are speaking on behalf of the College or the Board, or commenting on College related business, unless expressly authorized to do so.

    f. Includes or references Board or Committee titles or positions held at the College in any personal or business promotional materials, advertisements and business cards used for economic gain (although referencing one's titles or positions held at the College in one's curriculum vitae (including virtual CVs such as LinkedIn) is acceptable so long as the curriculum vitae is not overtly used in a promotional manner).

    g. Violates appropriate boundaries with other Directors, Committee Members or College staff.

h. Contains a statement that may reasonably be perceived as discriminatory or as verbal, physical or sexual abuse or harassment.

i. Purports to advise or assist anyone in their dealings with the College, other than directing them to the appropriate member of staff at the College.

College Social Media Accounts

4. No Director or Committee Member is required to follow or otherwise engage with the College social media accounts.

5. Directors and Committee Members shall recognize that only designated College staff members are authorized to post content on the College's social media platforms.

6. Directors and Committee Members shall:

   a. Refrain from commenting or posting any of their own content to the College's social media platforms.

   b. Refrain from responding to posts on behalf of the College, the Board or in their personal or professional capacity.

7. Directors and Committee Members may, however, forward or re-tweet content posted by the College.