College of Opticians of Ontario

BRIEFING NOTE

TO: **Board of Directors**

FROM: **Governance Committee**

DATE: **December 1, 2026**

SUBJECT: **Quarterly Policies for Content Review**

☒ For Decision ☐ For Information ☐ Monitoring Report

Purpose:

To carry out a scheduled content review of policies 3-08 and 4-01 for the purpose of determining whether any amendments are necessary.

Background:

The Board has implemented a schedule to regularly review the content of its governance policies to ensure that they remain relevant and continue to serve the Board's needs and strategic objectives.

For Consideration:

The following policies are scheduled for content review in Q4 of 2026:

1. **Board Support of the Registrar, CEO Policy (3-08):** This policy outlines the Board's commitment to supporting the Registrar, CEO in effectively carrying out their role and responsibilities. **No updates are proposed to this policy at this time (Appendix A).**

2. **Governance Approach Policy (4-01):** This policy outlines the Board's commitment to Policy Governance as its governance model and establishes clear distinctions between the roles and responsibilities of the Board and operations. **No updates are proposed to this policy at this time (Appendix B)**.

Public Interest Considerations:

The Board Support of the Registrar, CEO policy supports the public interest by promoting accountability, transparency, and effective leadership to help the College meet the needs of the public.

The Governance Approach policy supports the College's public interest mandate by promoting transparent, accountable, and effective governance, ensuring the College remains focused on its mandate and the needs of the public. The policy also requires directors to prioritize their responsibilities to the College over any role they may have representing a particular group or perspective.

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Diversity, Equity, and Inclusion Considerations:

The Governance Approach policy supports diversity, equity and inclusion by valuing diverse perspectives, skills and experiences and encouraging inclusive and collaborative decision-making.

The Governance Committee considered whether the policies were consistent with the COO's organizational values relating to diversity, equity and inclusion and did not identify any concerns from a diversity, equity and inclusion perspective.

Risk Management Considerations:

The Board, Support of the Registrar, CEO policy helps to manage risk by supporting regular feedback, early identification of challenges, and clear roles and responsibilities between the Board and the Registrar, CEO.

The Governance Approach policy helps mitigate risk by establishing a clear distinction between the roles of the Board and Registrar, CEO, promoting proactive governance, supporting ongoing training and performance evaluation, and ensuring regular monitoring of the Board's adherence to, and achievement of, its policies.

Recommendations/Action Required:

The Governance Committee recommends that the Board approve **no changes** to the **Board Support of the Registrar, CEO Policy (3-08)** and **Governance Approach Policy (4-01)**.

POLICY TYPE: BOARD - STAFF RELATIONSHIP

3-08 Board Support of the Registrar, CEO

BACKGROUND

The Board is responsible for:

a) Setting policy direction to lead the Registrar, CEO and their team in meeting the needs of Ontarians, and
b) Monitoring progress and achievement of Strategic Outcomes Policies within Operational Boundaries Policies

In support of this, the Board also has an obligation to create a supportive environment and to provide tangible support to the Registrar, CEO and the important role they serve.

Along with evaluating the Registrar, CEO, the Board has an obligation to ensure that it is supporting the learning and development of the Registrar, CEO. The policy below exists to clarify this part of the Board/Registrar, CEO relationship and to make this commitment to support transparency.

POLICY

The Board will ensure that there is a mechanism in place to provide input, dialogue, support, and development for the Registrar, CEO by:

1. Monitoring the Registrar, CEO's results (through the Board Monitoring System Policy, 4-25), providing feedback on the results achieved, and contributing to Registrar, CEO's learning.
2. Being available to the Registrar, CEO to discuss competing Strategic Outcomes priorities as needed and to give input to redefining priorities among the Strategic Outcomes as required.
3. Being available for consultation and support through informal discussion with the Chair, Vice Chairs and one or more members of the Executive Committee or the Board as requested by the Registrar, CEO. (Note: The Registrar, CEO is not obliged to follow any particular course of action as a result of these informal, consultation discussions).
4. Providing reasonable resources and support for the ongoing learning and professional development of the Registrar, CEO in areas relevant to achievement of the COO's Strategic Outcomes Policies.

POLICY TYPE: GOVERNANCE PROCESS

4-01 Governance Approach Policy

The College of Opticians of Ontario Board (COO) will use the Policy Governance system to guide its approach to governing COO, creating policy direction, monitoring and being accountable to the public. The COO's governance approach will emphasize the following:

1. An outward focus on the public and mandate that it serves, rather than internal preoccupation;
2. Encouragement of diversity in viewpoints, skills and experiences;
3. Strategic and visionary leadership, rather than management detail;
4. Fostering public trust and community engagement;
5. Clear distinction between Board and Registrar, CEO roles;
6. Being proactive rather than reactive;
7. Accountability to the public and registrants through transparent, legal and ethical decision making; and
8. Inclusive and collaborative decision making.

In order to support this governance approach, the Board commits to ensuring:

9. **Role Distinction:** recognition that the Board's role is in governance and not management. Strong governance is achieved by selecting, supporting, and measuring the performance of an effective Registrar, CEO, who will be the Chief Executive Officer responsible for management of the organization.
10. **Role Explanation**: a clear written description of the mandate and responsibilities of each major entity within the organization.
11. **Role Education**: each person involved in the direction and operations of the College will receive appropriate orientation and training on their mandate and responsibilities to ensure they understand their role and how it relates to the other entities within the organization.
12. **Role Evaluation:** each person and entity within the organization will engage in an evaluation process and receive feedback on their performance.
13. **Role Enforcement**: a means of enforcing the organization's expectations where a person or entity within the organization is not participating appropriately in the affairs of the COO despite a clear explanation of their role, appropriate education, and evaluation of their performance.
14. **Policy Monitoring**: persistent due diligence through monitoring its adherence to, and achievement of, its policies.
15. **Board Responsibility:** the Board, not staff, will be responsible for Board performance.
16. **Board Discipline:** the Board will enforce upon itself whatever discipline is needed to govern with excellence. Board discipline will apply to matters such as attendance, preparation for meetings, responding to requests for feedback and input on key issues, policy making principles, respect of roles, speaking with one voice, and ensuring the continuity of governance capability.

Individual directors commit to supporting the Board's governance approach by:

17. **Director Responsibility**: acknowledging that their responsibility to the COO takes precedence over any role an individual director may have to represent a particular group or perspective.

18. **Skill Enhancement:** enhancing their skills and knowledge with respect to their role through participation in training and continuing education, and by actively building their sector and industry awareness.
19. **Diligence**: bringing a knowledgeable, diligent and enthusiastic approach to their role.

The Board Chair commits to supporting the Board's governance approach by:

20. **Relationship Optimization**: Ensuring that the relationship between the Board and the Registrar, CEO is optimized.
21. **Spokesperson**: Acting as the spokesperson for the Board on governance matters and representing the Board to government and other related groups and boards/councils.