

DRAFT BOARD MEETING MINUTES
December 2, 2024
9:00 AM to 4:15 PM
by zoom

Attendees: Mr. Derick Summers, RO, Chair, Elected Member
Mr. Kevin Cloutier, RO, Elected Member
Mr. Omar Farouk, Government Appointee
Mr. Paul Imola, RO, Elected Member (attended remotely)
Ms. Peggy Judge, Government Appointee
Mr. Stephen Kinsella, Government Appointee (attended remotely)
Ms. Alicia Munian, Government Appointee
Ms. Tonya Nahmabin, RO, Elected Member
Mr. Carlos Pacheco, RO, Elected Member
Ms. Grazyna Sepczynska, RO, Elected Member
Mr. Carlo Sicoli, RO, Government Appointee

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

Regrets: Mr. Samir Modhera, RO, Elected Member
Mr. Rob Vezina, RO, Elected Member

12.0 In Camera Session

MOTION: TO GO IN CAMERA UNDER S. 7(2)(e) AND (d) OF THE HEALTH PROFESSIONS
PROCEDURAL CODE TO DISCUSS A PERSONNEL MATTERS AND A LEGAL MATTER.

MOVED: T. NAHMABIN
SECONDED: P. IMOLA

FOR: 11
AGAINST: 0
ABSTAINED: 0

VOTE: **CARRIED**

Following the in-camera session, the Board took a short break. When the meeting resumed the live stream started on YouTube.

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

F. Khan noted that due to an unexpected event, the guest speaker planned for the afternoon was unable to attend the board meeting. The board was asked to table the agenda item related to this presentation.

MOTION: TO APPROVE THE AGENDA AS AMENDED.

MOVED: T. NAHMABIN

SECONDED: S. KINSELLA

FOR: 11

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

2.0 Minutes of September 23, 2024, Board Meeting

MOTION: TO APPROVE THE SEPTEMBER 23, 2024 MINUTES

MOVED: G. SEPCZYNSKA

SECONDED: K. CLOUTIER

FOR: 10

AGAINST: 0

ABSTAINED: 1 C. Sicoli abstained as he was not present at the September 23 meeting.

VOTE: CARRIED

4.0 Executive Elections

A. Stein reviewed the process set out in the by-laws for the election of the Executive Committee.

4.1 Election for the Position of Chair

D. Summers was the only candidate to submit an expression of interest for the position of Chair. K. Elkin opened the floor to nominations.

NOMINEE: DERICK SUMMERS

MOVED: T. NAHMABIN

SECONDED: C. PACHECO

D. Summers accepted the nomination

After accepting the nomination, D. Summers was acclaimed as Chair.

4.2 Election for the Position of Vice-Chair

K. Cloutier and T. Nahmabin, each submitted an expression of interest for the position of Vice-Chair. The floor was open to nominations.

NOMINEE: KEVIN CLOUTIER

MOVED: A. MUNIAN

SECONDED: G. SEPCZYNSKA

K. Cloutier accepted the nomination. K. Elkin called for further nominations.

NOMINEE: TONYA NAHMABIN

MOVED: O. FAROUK

SECONDED: C. PACHECO

Board members attending the meeting on Zoom voted by sending an email to K. Elkin. Those present at the meeting voted by secret ballot. K. Cloutier was elected Vice-Chair.

4.3 Remaining Elected Position

For the final elected member position on the Executive Committee, only T. Nahmabin was eligible as she was the only one who had submitted expressions of interest.

The floor was opened to nominations.

NOMINEE: TONYA NAHMABIN

MOVED: D. SUMMERS

SECONDED: G. SEPCZYNSKA

T. Nahmabin accepted the nomination and T. Nahmabin was acclaimed as an elected member of the Executive Committee.

Two expressions of interest were received for the Public Appointee positions on the Executive Committee, one from S. Kinsella and one from O. Farouk.

The floor was then opened to nominations.

NOMINEE: OMAR FAROUK

MOVED: D. SUMMERS

SECONDED: A. MUNIAN

After accepting the nomination, O. Farouk was acclaimed.

K. Elkin called for further nominations.

NOMINEE: S. KINSELLA

MOVED: D. SUMMERS

SECONDED: P. JUDGE

After accepting the nomination, S. Kinsella was acclaimed.

4.5 Appointment of the 2025 Executive Committee

MOTION: TO APPROVE THE APPOINTMENT OF THE 2025 EXECUTIVE COMMITTEE

MOVED: A. MUNIAN

SECONDED: G. SEPCZYNSKA

FOR: 11

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

5.0 National Examination Committee (NEC) Representative Election

F. Khan reviewed the criteria for the National Examination Committee (NEC) representative. R. Vezina submitted an expression of interest before the meeting, and it was confirmed by email that he would accept a nomination.

K. Elkin then called for further nominations from the floor.

NOMINEE: JAY BHATT

MOVED: D. SUMMERS
SECONDED: O. FAROUK

J. Bhatt accepted the nomination and was asked to say a few words. The board reviewed R. Vezina's expression of interest on screen in the boardroom. The Board voted by secret ballot and J. Bhatt was elected NEC representative.

MOTION: TO APPROVE JAY BHATT AS THE NATIONAL EXAMS REPRESENTATIVE.

MOVED: G. SEPCZYNSKA
SECONDED: T. NAHMABIN

FOR: 11
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

6.0 Appointment of the Registrar's Review Subcommittee

A. Stein provided an overview of the review process for the Registrar's performance review. The Registrar's Review Subcommittee is responsible for conducting the annual review for the Registrar. The Subcommittee is comprised of three people, the Chair, the Vice Chair, and a third additional member of the Executive Committee. Eligible candidates for the position were S. Kinsella, O. Farouk, and T. Nahmabin. K. Elkin opened the floor to nominations.

NOMINEE: TONYA NAHMABIN

MOVED: P. JUDGE
SECONDED: D. SUMMERS

T. Nahmabin accepted the nomination.

NOMINEE: S. KINSELLA

MOVED: P. JUDGE
SECONDED: A. MUNIAN

S. Kinsella declined the nomination.

NOMINEE: OMAR FAROUK

MOVED: T. NAHMABIN
SECONDED: P. JUDGE

O. Farouk accepted the nomination. The board voted by secret ballot and O. Farouk was elected as the third member of the performance evaluation subcommittee.

MOTION: TO APPOINT O. FAROUK TO THE PERFORMANCE EVALUATION SUBCOMMITTEE AS ELECTED.

MOVED: G. SEPCZYNSKA

SECONDED: C. SICOLI

FOR: 11

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

7.0 Financial Reports

7.1 Financial Variance Report to October 31, 2024.

B. Adebimpe presented the financial variance report to the board. It was noted that a surge in accreditation requests led to increased miscellaneous revenue in the third quarter. Delayed exam results for some ROs also drove increased revenue in the last quarter, however, this may not be a continuing trend. Board and committee expenses were higher than what was budgeted for due to the Board's approval of holding a second in person meeting, which was not accounted for in the original budget. The board was invited to ask questions.

MOTION: THAT THE BOARD APPROVE THE FINANCIAL VARIANCE REPORT TO OCTOBER 31, 2024.

MOVED: G. SEPCZYNSKA

SECONDED: A. MUNIAN

FOR: 11

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

7.2A In-Person Meetings

D. Summers shared feedback received from the board via survey on the number of in-person board meetings to hold in 2025. The majority of board members indicated a preference for two in-person meetings. Four board members voted for four in-person meetings. The Finance Committee recommended budgeting for two in-person meetings in 2025, for the following reasons:

- Board member preference.
- Balancing in person engagement and relationship building with the need for board members to manage competing family and professional commitments.

- Cost, especially in light of the additional in person strategic planning meeting taking place in Spring 2025.

The Board reached a consensus to proceed with two in-person meetings for 2025.

The Board then took a 90-minute lunch break.

7.2 Budget

F. Khan and B. Adebimpe presented the draft 2025 budget to the board. Some context was provided on the budgeting process and special projects/initiatives slated for 2025.

It was noted that revenue was being estimated prudently, in light of the uncertainty arising from the introduction of a new Inactive registration class in 2025. The budget also accounted for the consensus reached by the board in the morning session to proceed with two in-person board meetings in 2025.

MOTION: TO APPROVE THE 2025 BUDGET

MOVED: T. NAHMABIN
SECONDED: G. SEPCZYNSKA

FOR: 11
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

8.0 2025 Committee Slate

The board reviewed the proposed 2025 committee slate. A. Stein provided an overview of committee requirements and relevant policies on committee composition.

MOTION: TO APPROVE THE 2025 COMMITTEE SLATE

MOVED P. JUDGE
SECOND: O. FAROUK

FOR: 11
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

Following the approval of the committee slate, D. Summers noted that becoming a chair or vice chair is a good opportunity to develop leadership skills, and training is provided. However, there are additional responsibilities for chairs and vice chairs for committee meetings including preparation for committee

meetings, responding to emails, doodle polls, and making yourself available when needed. It was also noted that the vice chair needs to be included in all emails and all meetings and ready to act as chair if needed.

Committee chairs and vice chairs are also expected to be ready to answer any questions committee reports for committees they are chairing or vice chairing.

5.1 Board Policy Review and Updates.

E. Borins presented the briefing note on the Board Governance Policy Review and Updates. This quarter, four policies were up for review:

- Relationship with Public and Stakeholder Policy
- Registrant Relations Policy
- Vote Majority for Termination of a Registrar Policy
- Board and Committee Principles Policy

For all four policies, no updates have been proposed at this time as it appears that they remain relevant and meet the board's needs.

The board affirmed the public interest, risk management, and DEI considerations put forward by the committee.

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. 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.

Diversity, Equity, and Inclusion Considerations: The Governance Committee did not identify any concerns from a diversity, equity, and inclusion perspective.

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's Strategic Plan and helps to mitigate organizational risk.

MOTION: THE BOARD APPROVES NO CHANGES TO ALL FOUR POLICIES AS RECOMMENDED BY THE GOVERNANCE COMMITTEE.

MOVED: K. CLOUTIER

SECONDED: C. SICOLI

FOR: 11

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

10.0 Assignment of the Board Monitoring Reports for 2025

Members of the board were asked to volunteer to present a board monitoring report, if they had not done so in 2024. The schedule for 2025 was determined as follows:

- Board Monitoring System Policy will be presented at the March 2025 board meeting by A. Munian.
- Board Annual Strategic Agenda / Workplan Policy will be presented at the June 2025 Board Meeting by P. Imola.
- The Role of the Board Officers Policy will be presented at the September 2025 Board Meeting by G. Sepczynska.
- Board Policy Development Policy will be presented at the December 2025 Board Meeting by C. Pacheco.

11.0 Addendum to the Contact Lens Mentor Policy

A. Munian presented the briefing note to the Board. The proposal before the board was to extend the addendum to the Contact Lens Policy that permits opticians holding academic positions to serve as contact lens mentors. Based on an environmental scan, it was identified that students are continuing to experience challenges in meeting contact lens fitting requirements for entry-to- practice, and in particular Rigid Gas Permeable lenses. The Committee proposed to extend the addendum indefinitely, in order to give students and their instructors additional certainty until such time as the College has completed its review of the Practicum Policy, which is currently underway.

Public Interest Considerations: The College has a mandate to ensure that it continues to register qualified and competent opticians to ensure patient safety, and that it does so in a manner that does not create unnecessary or excessive barriers to registration.

Diversity, Equity, and Inclusion Considerations: The Registration Committee considered that the proposed extension will ensure that graduating students can complete the required fittings within a reasonable timeframe and subsequently register as an optician, which will balance their need to enter the profession against the need for the COO to maintain financial stability by enabling a yearly influx of registrants.

Risk Management Considerations: The Committee did not identify any concerns from the organizational risk standpoint.

MOTION: THAT THE BOARD APPROVED THE EXTENSION TO THE ADDENDUM TO THE CONTACT LENS MENTOR POLICY AS RECOMMENDED BY THE REGISTRATION COMMITTEE.

MOVED: T. NAHAMABIN

SECONDED: P. JUDGE

FOR: 11
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

12.0 2025 Board Meeting Dates

The board reviewed the proposed board meeting dates. It was confirmed that the board would be meeting for orientation in the morning on the two proposed dates. It was noted that September 23 is a religious holiday, and it was decided that the board would proceed with a meeting on Monday only and remove the second day.

MOTION: TO APPROVE THE BOARD MEETING DATES AS AMENDED

MOVED: G. SEPCZYNSKA
SECONDED: P. IMOLA

FOR: 11
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

13.0 Board Strategic Agenda Work Plan Policy

A. Stein reviewed the 2024 Strategic Agenda/Workplan with the Board. It was noted that the board had successfully completed all items on their 2024 work plan. Any exceptions/anomalies were explained in the briefing note. The board was invited to ask questions. This was shared for information only.

14.0 2025 Strategic Work Plan Review and Development

A. Stein reviewed the proposed 2025 Strategic work plan with the board. It was noted that this is a preliminary workplan only, and it is expected that it will change during the year. The work plan will be reviewed again at the midyear point.

MOTION: TO APPROVE THE 2025 STRATEGIC WORK PLAN AS PRESENTED

MOVED: G. SEPCZYNSKA
SECONDED: O. FAROUK

FOR: 11
AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

Board Self Evaluation

D. Summers, chair reminded the Board that following the meeting they will be invited to complete the annual board and committee self-evaluations, and that participation is mandatory.

The meeting was then recessed to the following day.

DRAFT BOARD MEETING MINUTES
December 3, 2024
9:00 AM to 12:15 PM
by zoom

Attendees:	Mr. Derick Summers, RO, Chair, Elected Member Mr. Kevin Cloutier, RO, Elected Member Mr. Omar Farouk, Government Appointee Mr. Paul Imola, RO, Elected Member (attended remotely) Ms. Peggy Judge, Government Appointee Mr. Stephen Kinsella, Government Appointee (attended remotely) Ms. Alicia Munian, Government Appointee Ms. Tonya Nahmabin, RO, Elected Member Mr. Carlos Pacheco, RO, Elected Member Ms. Grazyna Sepczynska, RO, Elected Member Mr. Carlo Sicoli, RO, Government Appointee
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
Regrets:	Mr. Samir Modhera, RO, Elected Member Mr. Rob Vezina, RO, Elected Member

19.0 Proposed Governance Reform: Electoral Districts

E. Borins and F. Khan delivered a presentation to the board that outlined the Governance Committee's proposal and recommendation for electoral reform at the COO. Under the Committee's proposal, the current 8 electoral districts would be replaced with one single all-Ontario district. The profession would continue to elect 8 opticians; however eligible opticians could be from anywhere in the province, rather than from a specific geographic district. The proposed reform was meant to address the following challenges:

- 1) The misperception that the board members represent the registrants that have elected them.
- 2) A perceived lack of diversity on the Board.
- 3) Inequality in the number of registrants assigned to each district.
- 4) Low engagement.

The proposal was previously circulated for stakeholder feedback, and the feedback was reviewed by the board.

The board was invited to ask questions and offer their view on the proposal. The majority of board members expressed they were in favour of proceeding with the proposed reform. Some concerns were expressed around ensuring the needs of patients in all parts of the province would continue to be accounted for in the work done at the College. The board was satisfied that this concern could be mitigated by ensuring representation from different geographic regions at the committee level.

The board also agreed with the proposed implementation plan, which would see the reformed model come into effect for the 2026 elections. During 2025, the Governance Committee would explore updates to the committee selection process to ensure it accounts for the needs of patients living in different parts of Ontario.

The board agreed with the DEI, Public interest and risk management considerations put forward by the committee.

Public Interest Considerations: Good governance is at the heart of effective professional regulation and decision-making in the public interest. Removing electoral districts reflects modern governance practices intended to strengthen public trust and reduce misconceptions about the role of professional board members. Replacing geography-based districts with a single all-Ontario district would lessen the perception that board members are elected as representatives to serve the interests of registrants within each district and reinforce the public-serving role of board members.

Diversity, Equity, and Inclusion Considerations: Removing geographical districts in favour of a single district that encompasses all of Ontario is designed to increase diversity on the board. The current system, which focuses on geographic representation, can restrict diversity of the board's composition by limiting the number of eligible candidates in each district. Further, removing geographical districts widens the pool of applicants to all of Ontario and increases access to the elections process.

Risk Management Considerations: Restructuring the electoral districts would align with best practices in regulatory governance and with the COO's Strategic Plan 2023-2025 to demonstrate regulatory leadership through governance excellence.

MOTION: TO APPROVE RESTRUCTURING THE ELECTORAL DISTRICTS FOR PROFESSIONAL BOARD MEMBERS TO CREATE A SINGLE DISTRICT THAT ENCOMPASSES ALL OF ONTARIO

MOVED: T. NAHMABIN
SECONDED: G. SEPCZYNSKA

FOR: 9
AGAINST: 2
ABSTAINED: 0

VOTE: CARRIED

20. Presentation by Deanna Williams

F. Khan introduced D. Williams. D. Williams' presentation to the board provided an overview of the external assessment of Board effectiveness that she would be carrying out in 2025. D. Williams proposed that part of the process would involve feedback on individual board member performance. The board agreed to move forward with the proposal. D. Williams' presentation was for information only.

21.0 Monitoring Reports

21.1 Reserves Policy Monitoring Report

F. Khan presented the Reserves Policy Monitoring Report to the board. The report covers the period from January 2024 to December 2024.

The report noted that the reserve funds continue to be in line with policy requirements, with enough in the fund, to cover 9 months of operations. The discretionary reserves remain the same as what was approved by the board in 2023. The contingency fund has not been accessed since the last monitoring report. The college is operating with a surplus, and it is not anticipated that there will be a need to access reserve funds in the coming period.

The board was invited to ask questions and a discussion around the use of reserve funds followed.

Public Interest Considerations: The Registrar and CEO's preservation of the appropriate reserve funds ensures the College can operate continuously to carry out its public interest mandate. The policy optimizes reserve placement, controls costs, and plans for long-term needs. It also involves ensuring fair distribution of benefits, complying with legal standards and promoting sustainable resource management for future operations. These elements help align reserve management with broader societal goals and public welfare.

Diversity, Equity, and Inclusion Considerations: The Registrar and CEO has ensured that the Funding for Therapy and Counselling reserve fund has been segregated from the general reserve and replenished in accordance with the policy.

Risk Management Considerations: The Registrar and CEO has ensured the college's reserve funds are available and fully funded to support the Board's ability to manage risks by ensuring that it addresses market volatility, environmental and social impacts, operational challenges, and reserve replacement to ensure long-term sustainability. Regular reviews, updates, and scenario planning are essential for adapting to changing conditions and maintaining reliable, compliant, and economically viable reserves.

The floor was open to questions. No concerns or action items were identified.

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

MOVED: S. KINSELLA
SECONDED: G. SEPCZYNSKA

FOR: 11
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

MOTION 2: THAT THE BOARD AGREES THAT THE REGISTRAR, CEO COMPLIED WITH THE POLICY.

MOVED: A. MUNIAN
SECONDED: O. FAROUK
FOR: 11
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

21.2 Investment Policy Monitoring Report

F. Khan presented the Investment Policy Monitoring report to the Board. The report covered the period from June 2024 to November 2024.

F. Khan reviewed the steps taken following the investment policy to manage the college's investments. The current strategy ensures that invested maturity dates are split throughout the year, and preserves capital through a conservative investment strategy.

The Registrar and CEO and Deputy Registrar work together with the finance manager to manage the funds. Audited Financial Statements are provided to the board in June for the previous fiscal year.

The floor was open to questions. No concerns or action items were identified.

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

MOVED: K. CLOUTIER
SECONDED: P. IMOLA

FOR: 11
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

MOTION 2: THAT THE BOARD AGREES THAT THE REGISTRAR, CEO COMPLIED WITH THE POLICY.

MOVED: G. SEPCZYNSKA
SECONDED: K. CLOUTIER

FOR: 11
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

22.0 Department Spotlight: Professional Practice and Quality Assurance

P. Dreyer and J. Borst presented to the board, providing an overview of the day-to-day functions and responsibilities of the department. The Board was invited to ask questions.

23.4 Communications Report

C. Robertson presented the communications report to the board.

23.1.0 -23.3 Registrar's Report, Committee Reports and NACOR Report Communications Report

To save time, it was agreed that rather than hearing the Registrar's report it would just be approved as part of the omnibus motion. Some highlights of the committee reports were shared with the board, and D. Summers invited the Board to ask questions about the committee reports.

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

MOVED: A. MUNIAN
SECONDED: G. SEPCZYNSKA

FOR: 11
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

13.0 Adjournment

MOTION: TO ADJOURN THE MEETING

MOVED: A. MUNIAN
SECONDED: G. SEPCZYNSKA

FOR: 11

AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED