

BRIEFING NOTE

TO: Board of Directors

FROM: Derick Summers, Facilitating Director

DATE: September 28, 2026

SUBJECT: Board Terms of Reference Policy (4-03), Monitoring Report

☐ For Decision

☐ For Information

☒ Monitoring Report

Purpose:

To review the Board Terms of Reference Policy (4-24) Monitoring Report.

Background:

In May 2018, the Board approved the Board Terms of Reference Policy (4-03). This policy is designed 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 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.

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?

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>The Board will have fulfilled this policy criteria if it has reviewed its legislation and regulations with a mindset of future planning and preparation, actively seeking to identify potential limitations and future concerns.</i>	<i>Examples of meeting this criteria include: *Environmental Scans *Legislation around mobility *Registration Changes</i>		3
2.	The Board is responsible for developing and approving by-laws, standards of practice and practice guidelines.	<i>The Board will have fulfilled this policy criteria if it has engaged in an active review of by-laws, Standards of Practice, and Practice Guidelines with a lens of public safety and preparation for the ever-evolving future.</i>	<i>Examples of meeting this criteria include: *SOP Reviews *Registration Regulation *Ongoing Governance Policy Reviews</i>	Recommend: Would there be value in reviewing similar policies from other health colleges?	3
3.	The Board is responsible for developing, approving and monitoring the implementation of Board policies.	<i>The Board will have fulfilled this policy criteria if it has created the necessary mechanisms and budgeted appropriately to develop, approve, and implement Board approved initiatives.</i>	<i>Examples of meeting this criteria: *Forecasting / Budgeting *Webpage / Portal *QA Program & Review *Lunch & Learns</i>		3

4.	The Board is responsible for setting the COO's strategic goals and direction and overseeing the implementation of the strategic plan.	<i>The Board will have fulfilled this policy criteria if it has engaged in a fulsome strategic planning process resulting in an approved strategic plan.</i>	<i>Evidence that this criteria has been fully met: *2 year fulsome Strategic Plan session with Environmental Scans and Stakeholder involvement</i>		3
5.	The Board is responsible for approving the annual budget and audited financial statements.	<i>The Board will have fulfilled this policy criteria if it has reviewed and offered opportunity for discussion of annual budget, forecasting, and approval of the audited financial statements.</i>	<i>Examples of criteria being fulfilled include: *Finance Committee minutes of discussions around audit, *Forecasting process for Budgeting, *Presentation from Auditors</i>		3
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>The Board will have fulfilled this policy criteria if it has engaged a Registrar / CEO to oversee the operations of the organization and implement the Board's Strategic Plan.</i>	<i>Example that this criteria is fulfilled: *Annual Sub-Committee for Registrar Evaluation *In Camera session for approval of Evaluation *Monitoring policies *Strategic Plan progress updates</i>		3
7.	The Board is responsible for providing input and support to the	<i>The Board will have fulfilled this policy criteria if the Registrar / CEO is able to provide substantive</i>	<i>*There is an assumption of support in regards to; guidance, empowerment, and</i>	Recommendation: A formalized method for the Registrar to provide feedback to the Board in	3

	Registrar, CEO to ensure they are provided with sufficient guidance and resources to achieve the Board's strategic outcomes.	<i>feedback to attest to the Boards success at guidance, empowerment, and resource allocation.</i>	<i>resource allocation paired with an expectation that the Registrar will inform the Board of shortcomings. *Budgeting process for resource allocation</i>	regards to support, including guidance and resources. Perhaps as a specific section/portion of the Registrar's report	
8.	The Board is responsible for monitoring the Registrar, CEO's performance and, where necessary, determining to terminate the Registrar, CEO's employment.	<i>The Board will have fulfilled this policy criteria if the Registrar / CEO has undergone a fulsome annual review and, when necessary, been provided with an Action Plan for Improvement reviewed and addressed at regular intervals.</i>	<i>Evidence that this criteria has been met: *Annual review of the Registrar / CEO by the review sub-committee *Registrar / CEO review policy lays out process</i>	Recommendation: There may be value in comparing our policy language to other health colleges.	3
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>The Board will have fulfilled this policy criteria if it has actively engaged in internal and external environmental scans, acknowledged political and social trends, sought to proactively, measurably improve, taken steps to reduce / remove barriers to participation / engagement with the profession, and engaged in activities to ensure that Board and Committee composition is reflective of the Ontario population.</i>	<i>Evidence that the criteria has been met includes: *Focus Groups with Public *Environmental Scans *College Updates *Launch of self-identifying component for membership</i>	Recommendation: *Acknowledging that reducing barriers to engagement and Board diversity is a slow and ongoing process, COO to continue its focus on Education – of public, of membership, of shareholders *Several other Colleges do have working groups and subcommittees specifically for applying a DEI perspective to the organization as a whole and advising the Board, in the future there may	3

				be value in this for the COO.	
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>The Board will have fulfilled this policy criteria if has ensured all committees have achieved quorum and actively met their individual mandates.</i>	<i>Examples of criteria fulfillment include: *Creation of Screening Committee *Creation of Governance Committee *Use of professional / public member to constitute committees</i>		3
11.	The Board is responsible for appointing individuals to sit on COO committees in accordance with the by-laws.	<i>The Board will have fulfilled this policy criteria if all committees are filled, chairs and vice-chairs are trained in facilitation, and all committee members have the opportunity to be heard.</i>	<i>Examples of criteria fulfillment include: *Use of public / professional members to constitute committees</i>		3
12.	The Board is responsible for receiving and reviewing quarterly and/or annual reports from COO committees.	<i>The Board will have fulfilled this policy criteria if all committees submit quarterly reports and Board time is allocated to review and discuss those reports.</i>	<i>Examples of criteria fulfillment includes: *Quarterly Committee reports to Board *Allocation of time to discuss Reports</i>		3

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.