

DRAFT BOARD MEETING MINUTES

June 1, 2026

9:40 AM to 4:30 PM

by zoom

Attendees: Kevin Cloutier, Chair, RO, Board Professional Member
Derick Summers, RO, Vice-Chair, Board Professional Member
John Battaglia, RO, Board Professional Member
Greg Chitilian, Board Public Member
Omar Farouk, Board Public Member
Paul Imola, RO, Board Professional
Parminder Kalsi, RO, Board Professional Member
Stephen Kinsella, Board Public Member
Golta Mohammadi, RO, Board Professional Member
Alicia Munian, Board Public Member
Mark Priddle, Board Public Member
Carlo Sicoli, RO, Board Public Member
Johanna Whalen, RO, Board Professional Member

Regrets: Carlos Pacheco, RO, Board Professional

Administration: Fazal Khan, RO, Registrar, CEO
Amy Stein, Deputy Registrar and General Counsel
Carolyn Robertson, Manager, Communications and Executive Office
Fizza Asad, Manager, Finance and Human Resources
Emma Brooks, Senior Coordinator, Registration

Guests: Susan Gregory, Facilitator

1.0 Introduction

K. Cloutier introduced himself, the Board of Directors, 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: C. SICOLI

SECONDED: A. MUNIAN

FOR: 13

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

2.0 Minutes of March 2, 2026, Board Meeting

MOTION: TO APPROVE MARCH 2, 2026 MINUTES

MOVED: J. BATTAGLIA

SECONDED: O. FAROUK

FOR: 13

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

3.0 Financial Reports

3.1 Financial Variance Report to March 31, 2026

F. Asad presented the Financial Variance Report to the Board, noting some formatting changes to the report that were directed by the Finance Committee. Revenue and expenses were shown to be trending well for this point in the year, with no areas of caution to note.

The floor was opened to questions.

MOTION: TO APPROVE THE FINANCIAL VARIANCE REPORT TO MARCH 31, 2026.

MOVED: S. KINSELLA

SECONDED: C. SICOLI

FOR: 13

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

As the meeting was running ahead of schedule the Board moved on to the Registration Policies, starting with the 5.1 Examination and Upgrading Policy.

5.1 Examination and Upgrading Policy

D. Summers presented the proposed changes to the Examination and Upgrading Policy to the Board. Updates were proposed to specify that applicants with no exam attempts who required an extension due to the passage of 3 or more years would be directed to complete the College's Refresher Program to meet their upgrading requirement.

The Board was invited to ask questions.

Public Interest Considerations: The Committee considered that the Examination & Upgrading Policy aims to ensure that all Registered Opticians have the relevant education and knowledge to meet the registration requirements to practice safely and competently. The Refresher Program has already undergone a thorough review process and has been approved as an appropriate tool to refresh the skills and knowledge of applicants or opticians after a period of inactivity to ensure they have the appropriate knowledge to practice safely and competently. The use of the Refresher Program as a proposed upgrading tool is aimed at ensuring that all candidates have the appropriate knowledge to prepare for their exam.

Diversity, Equity and Inclusion Considerations: The Committee recognized the importance of meeting the needs of candidates in varied personal situations. The proposed addition of the Refresher Program to the policy addresses a scenario (candidates who have made no examination attempts) that was not clearly addressed by the policy before. The addition of the Refresher Program has accessibility benefits: it can be completed on the candidate's own schedule and pace, all levels of the program are offered virtually, and the cost of the program has been minimized to cost-recovery levels to ensure financial accessibility. The Examination & Upgrading Policy provides steps for candidates to upgrade their knowledge in a plan that tailors to their specific educational needs and schedule availability to qualify and register for the national examinations.

Risk Management Considerations: The Committee considered that the proposed updates to the Examination & Upgrading Policy aim to ensure there is a consistent policy for candidates who have made no examination attempts. The proposed changes would eliminate any confusion that may have arisen from the previous policy.

The Board affirmed the Public Interest, Diversity, Equity, and Inclusion, and Risk Management considerations put forward by the Committee.

MOTION: THAT THE BOARD APPROVE THE PROPOSED CHANGES TO THE EXAMINATION AND UPGRADING POLICY

MOVED: M. PRIDDLE
SECONDED: G. MOHAMMADI

FOR: 13

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

4.0 Audit Report Presentation

S. Dhanotta and M. Vaz presented the Audit Findings Report and the Financial Statements to the Board. They noted that both documents reflected a clean audit report.

The Statement of Financial Position was reviewed, and the current cash and short-term assets were touched on. It was noted that the 2026 membership fees were collected in advance and are noted as deferred revenue as of December 31, 2025.

The Statement of Revenues was slightly higher due to an increase in membership numbers and a slight increase in fees. An increase in expenses over the previous year was also noted.

S. Dhanotta also reviewed the steps taken to verify the amounts reflected in the audit and the threshold for any errors. An overview of the procedures and the risks looked at during the audit were also touched on and deferred revenue was also discussed in detail.

MOTION: TO APPROVE THE AUDITED FINANCIAL STATEMENTS FOR 2025.

MOVED: C. SICOLI

SECONDED: A. MUNIAN

FOR: 13

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

5.2 Approved Education Programs Policy

D. Summers presented the proposed updates to the Approved Education Programs Policy to the Board. The Committee proposed to add three additional programs to the policy, all of which were recently accredited by Accreditation Canada: Southern Alberta Institute of Technology, New Brunswick Community College and the Vancouver Community College. It was noted that New Brunswick Community College was accredited “with conditions” due to it being a new program.

The Board was invited to ask questions.

Public Interest Considerations: The Committee delegated the accreditation decision to Accreditation Canada as they have the subject matter expertise and resources to carry out a thorough and robust accreditation process. The Committee recognized that it is in the public interest for this policy to include

all the programs that have met this high standard so that applicants have access to consistent information on their educational options.

Diversity, Equity, and Inclusion Considerations: The Committee recognized the importance of meeting learners' diverse needs and supports educational institutions' flexibility in developing and improving their education programs and courses. The addition of three new programs ensures that there are more options and flexibility for a diverse pool of applicants.

Risk Management Considerations: The Committee considered that if an applicant successfully completes an approved opticianry education program, it is expected that they will have received the relevant theoretical knowledge and practical experience to be deemed a competent practitioner. This mitigates any risks associated with unethical, unsafe, and/or incompetent practice.

The Board affirmed the Public Interest, Diversity, Equity, and Inclusion, and Risk Management considerations put forward by the Committee.

MOTION: THAT THE BOARD APPROVE THE PROPOSED CHANGES TO THE APPROVED EDUCATION PROGRAM POLICY

MOVED: J. WHALEN

SECONDED: P. IMOLA

FOR: 13

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

5.3 Inactive Class Policy

D. Summers presented the proposed changes to the Inactive Class Policy to the Board. The proposed changes included removing reference to the transition period that allowed suspended Registered Opticians to move to the Inactive Class without first having to reinstate their license, as that period has now ended.

The Board was invited to ask questions.

Public Interest Considerations: The Committee considered that the removal of the transition footnote will remove any confusion as to what the requirements to applying to the Inactive Class are.

Diversity, Equity, and Inclusion Considerations: The Committee reviewed whether the removal of the footnote would affect accessibility access for registrants. The removal does not change the requirements for moving to the Inactive Class or the conditions of the Inactive class.

Risk Management Considerations: The Committee considered that by removing the transition language in this policy, it removes confusion for registrants as to what they need to move to the Inactive class. The proposed changes also allow the College to be efficient and clear in delivering important information.

The Board affirmed the Public Interest, Diversity, Equity, and Inclusion, and Risk Management considerations put forward by the Committee.

MOTION: THAT THE BOARD APPROVE THE PROPOSED CHANGES TO THE INACTIVE CLASS POLICY

MOVED: M. PRIDDLE

SECONDED: G. CHITILIAN

FOR: 13

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

6.0 Board Policy Review and Updates.

C. Sicoli presented the briefing note on the Board Policy Review and Updates to the Board. This quarter, three policies were up for review:

- Financial Planning and Budgeting Policy
- Board Staff Relationship Policy
- Role of the Committee Chairperson Policy

The Financial Planning and Budgeting Policy (2-02): This policy establishes the accountability of the Registrar, CEO, for financial planning that aligns with the Board's strategic priorities. No changes were proposed to this policy.

The Board Relationship Policy (3-04): The policy establishes the Registrar, CEO as the Board's sole link to operational performance and conduct. As a result, from the Board's perspective, all staff authority and accountability rest with the Registrar, CEO. No changes were proposed to the policy.

The Role of Committee Chair Person Policy (4-19): The policy outlines the mandate, scope and responsibilities of the Committee Chair of any statutory, standing or ad-hoc Committee of the College. No updates were proposed to this policy.

The Board was invited to ask questions regarding each policy.

It was proposed that a cosmetic wording change be made to paragraph 2 of the Board-Staff Relationship policy for clarification purposes, and the Board agreed by consensus to proceed with the proposal.

Public Interest Considerations: The Financial Planning and Budgeting Policy ensures that the College's financial planning and budgeting processes align with the Board's strategic priorities, promote transparency, and support regulatory operations in the public interest. The Board-Staff Relationship Policy supports clear accountability, transparency, and effective governance, helping ensure that decisions are made consistently and responsibly in public interest. The Role of Committee Chairperson Policy supports the public interest by promoting effective Committee leadership, consensus-based decision-making, adherence to committee mandates, and the proper management of conflicts of interest to maintain trust and integrity.

Diversity, Equity, and Inclusion Considerations: The Financial Planning and Budgeting Policy ensures that the College's financial planning allocates resources in alignment with Board-approved strategic outcomes that incorporate diversity, equity and inclusion (DEI). The Board considered DEI across all three strategic pillars when approving the 2026-2028 strategic outcomes and identified no concerns. The Board-Staff Relationship Policy supports fair and respectful interactions between the Board and staff. The Role of the Committee Chairperson Policy supports an inclusive environment by encouraging active participation, fair engagement, and diverse perspectives among committee members.

Risk Management Considerations: The Financial Planning and Budgeting Policy supports the College's long-term financial sustainability by ensuring financial planning and budgeting processes identify and mitigate risks. The Board-Staff Relationship Policy reduces operational, legal, and reputational risk by clearly defining roles, responsibilities and boundaries between governance and management. The Role of the Committee Chairperson Policy supports risk management by ensuring Committees operate within their terms of reference, follow applicable regulatory and decision-making policies, operate efficiently within budget, and appropriately manage conflicts of interest.

The Board agreed with the Public Interest, Diversity, Equity, and Inclusion, and Risk Management considerations put forward by the Committee.

MOTION: TO APPROVE NO CHANGES TO THE FINANCIAL PLANNING AND BUDGETING POLICY AND THE ROLE OF THE COMMITTEE CHAIRPERSON POLICY

MOVED: S. KINSELLA
SECONDED: G. CHITILIAN

FOR: 13
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

MOTION: TO APPROVED THE AMENDMENTS TO THE BOARD-STAFF RELATIONSHIP POLICY

MOVED: M. PRIDDLE
SECONDED: J. BATTAGLIA
FOR: 13

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

7.0 2026 Board Action Plan

C. Sicoli, Chair of Governance, presented the draft 2026 Board Action Plan. The draft plan consists of the action items identified by the Board following its review of the 2025 Board Self-Evaluations results, as well as items carried over from previous years. The Committee reviewed the draft plan and felt it accurately reflected the action items identified by the Board for 2026.

Public Interest Considerations: The Board has identified the importance, from a governance perspective, of regularly engaging in self-reflection and evaluating its own effectiveness. An action plan will ensure that the Board remains accountable and transparent in maintaining good governance.

Diversity, Equity, and Inclusion Considerations: The Committee reviewed the draft action plan and identified no issues or concerns from a Diversity, Equity or Inclusion perspective.

Risk Management Considerations: The action plan has been developed in response to the results and key themes identified in the Board and Committee self-evaluations and contains actions for the Board to manage any potential risks facing the COO. An action plan will ensure that the board remains accountable and on track to complete the actions assigned.

The Board agreed with the Public Interest, Diversity, Equity, and Inclusion, and Risk Management considerations put forward by the Committee.

MOTION: TO APPROVE THE 2026 BOARD ACTION PLAN

MOVED: O. FAROUK

SECONDED: P. KALSI

FOR: 13

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

8.0 Reassess the Board Workplan

A. Stein presented the briefing note to the Board. The 2026 Workplan was approved at the December 2025 meeting, and was being brought forward for a mid-year review, in accordance with the Board's direction. Many of items shown were completed on schedule, and deferred items were identified, as well as reasons for deferral. The Board was invited to ask questions.

Public Interest Considerations: The Board considered that the purpose of the Board Annual Workplan is for the Board to stay on track with respect to its statutory and strategic priorities. Checking in on this workplan at the mid-year mark allows the Board to identify any potential issues at an early stage and direct that the necessary course corrections take place.

Diversity, Equity and Inclusion Considerations: The Board considered that the Workplan incorporates policy work and training that will further the Board's strategic priorities relating to DEI, including unconscious bias training and proposed changes to registration policies that will create more accessible pathways for registrants and applicants.

Risk Management Considerations: The Board considered that the Workplan maps out the policies and reports that the Board receives throughout the year to carry out its risk management oversight role, including monitoring reports that are delivered by the Registrar, CEO on operational boundaries policies, financial reports and Committee reports.

MOTION: TO APPROVE THE UPDATED 2026 BOARD WORKPLAN

MOVED O. FAROUK

SECOND: C. SICOLI

FOR: 13

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

9.0 Monitoring Reports

9.1 Financial Condition Policy Monitoring Report

The facilitator provided context for the monitoring reports as a risk management check for the Board. For each monitoring report, the Board is asked if the Registrar's interpretation of the policy being monitored 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 covers the period from June 2025 to May 2026. It was noted that the College is in a healthy financial position and that the 2025 fiscal year ended with sufficient liquidity to operate in 2026. No funds were borrowed or loaned in 2026 or the first two quarters of 2025, nor were any reserve funds accessed.

The Board affirmed the Public Interest, Diversity, Equity, Inclusion Consideration, and Risk Management Considerations.

Public Interest Considerations: This policy serves the public interest by ensuring the College maintains a stable and sustainable financial position to support its regulatory mandate and ongoing operations.

Ongoing financial monitoring, conservative budgeting practices, regular variance reporting, and responsible expense management help ensure that registrant fees and College resources are managed transparently, prudently, and in a manner that supports public confidence in the College's oversight responsibilities.

Diversity, Equity, and Inclusion Considerations: The College's financial management practices are applied consistently and in accordance with approved policies and budgeting processes. No specific DEI-related concerns or barriers were identified during this reporting period in relation to the interpretation or application of this policy.

Risk Management Consideration: 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 floor was open to questions. No concerns or action items were identified.

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

MOVED: P. IMOLA

SECONDED: J. BATTAGLIA

FOR: 13

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

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

MOVED: S. KINSELLA

SECONDED: G. MOHAMMADI

FOR: 13

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

9.2 Investment Policy Monitoring Report

F. Khan presented the Investment Policy Monitoring Report. The report covers the period from January 2026 to May 2026. The investment strategy was outlined including the use of GICs to preserve capital while still generating some interest. The plan also includes keeping funds in a high interest savings

account to allow access to funds as needed. A Senior Financial Advisor provides advice and oversight as needed.

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: The College's portfolio is limited to secure GIC investments within the risk threshold established by the Board and there has not been a need identified to ensure that the College is not failing to include underrepresented entities.

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.

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

MOVED: C. SICOLI

SECONDED: O. FAROUK

FOR: 13

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

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

MOVED: M. PRIDDLE

SECONDED: J. BATTAGLIA

FOR: 13

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

9.3 Emergency Registrar, CEO Succession Plan Monitoring Report

F. Khan presented the Emergency Registrar, CEO Succession Plan Monitoring Report to the Board. The plan includes A. Stein, Deputy Registrar stepping in to cover the position in an event of an emergency. Currently, the Deputy Registrar is responsible for stepping in when the Registrar is away. In the event of an emergency the plan provides for the possibility that the Deputy Registrar may want to outsource some responsibilities.

The Registrar is also one of the Practice Advisors, along with P. Dreyer. In the event of an emergency, P. Dreyer would be able to take over that role completely.

The College's Chair and Vice-Chair are well versed in all issues and kept informed. The Board is also kept up to date and informed regarding all issues.

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

MOVED: P. KALSI

SECONDED: A. MUNIAN

FOR: 13

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

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

MOVED: P. IMOLA

SECONDED: M. PRIDDLE

FOR: 13

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

As the Board meeting was running ahead of schedule, the Board requested that Carlo Sicoli present the 10.0 Governance Approach Policy Monitoring Report.

10.0 Governance Approach Policy Monitoring Report

C. Sicoli presented the Governance Approach Policy Monitoring Report. Each of the policy criteria was rated on a scale of 1-3 which provided some limitations. Assigning a rating of two reflected that, although these things were well done, there was some room for improvement.

Areas for potential growth were identified with respect to two policy criteria: Role Distinction and Role Education. Full compliance was indicated for the balance of the policy criteria.

A discussion followed around potential updates to policies and the development of additional Board training resources. Updates would be provided at future meetings.

The report was provided for information only.

9.0 Department Spotlight

F. Khan introduced two members of the Professional Conduct team: Raj Bhatti, Director of Professional Conduct, Tertia van Jaarsveld. The team shared an overview of the department and recent achievements.

11.0 Reports

11.1 Registrar's Report

F. Khan presented the report, which touched on the following:

- Government relations: The Registrar attended two important events this spring: The inaugural Queens Park Opticianry Day and a reception hosted by MPP Dawn Gallagher-Murphy with guest of honour, Doug Ford.
- Board Elections: Nominations closed on May 22. The creation of one all Ontario district has resulted in many more candidates putting their names forward for the fall election.
- License Harmonization: BC recently harmonized their eyeglass and contact lens licenses, in line with Ontario. In the short term this may have implications for Ontario under the labour mobility requirements. Alberta and Manitoba are considering similar harmonization.
- Scope expansion: Optometry, Physiotherapists, Chiropractors and Dental Hygienists have received scope of practice expansions.
- External relations: A list of the events the COO staff attended this spring were included in the report.

The floor was opened to feed back.

11.1- 11.3 Registrar's Report, Committee Reports, and Communications Report

Highlights of the Committee Reports were shared with the Board, and K. Cloutier invited the Board to ask questions.

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

MOVED: A. MUNIAN

SECONDED: S. KINSELLA

FOR: 13
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

11.0 Adjournment

MOTION: TO ADJOURN THE MEETING

MOVED: O. FAROUK
SECONDED: P. KASLI

FOR: 13
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED