

BRIEFING NOTE

TO: Board of Directors

FROM: Governance Committee

DATE: September 28, 2026

SUBJECT: Quarterly Policies for Content Review

☒ For Decision

☐ For Information

☐ Monitoring Report

Purpose:

To carry out a scheduled content review of policies 3-05, 4-23 and 4-26 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 Q3 of 2026:

- 1. Registrar, CEO Expectations and Job Products Policy 3-05:** The purpose of this policy is to establish that, as the Board's official link to the College, the Registrar, CEO's performance is synonymous with the organization's performance. The Registrar, CEO is accountable for achieving Board-established outcomes within defined operational boundaries. This policy outlines the Registrar, CEO's job products and performance expectations. **No updates are proposed to this policy at this time (Appendix A).**
- 2. Posting of Board Materials Policy 4-23:** This policy governs the publication of Board meeting information on the COO website in accordance with the *Regulated Health Professions Act (RHPA)*. It outlines how the COO manages the posting of Board meeting materials before and after meetings, ensuring public agendas, reports, and approved meeting minutes are made available while maintaining the confidentiality of *in camera* materials and discussions. **No updates are proposed to this policy at this time (Appendix B).**
- 3. Board Effectiveness Evaluation Policy 4-26:** The Board is committed to continuous improvement in governance excellence and recognizes the importance of an ongoing approach to evaluating its effectiveness, learning and development. This policy establishes a framework for assessing Board effectiveness through annual self-evaluations and periodic independent third-party evaluations. **Minor amendments are proposed to this policy to align with existing Board policies and current processes (Appendix C).**

Public Interest Considerations:

The Registrar, CEO Expectations and Job Products Policy supports the College's public interest mandate by clearly defining the job products and expectations of the Registrar, CEO. This provides an important foundation for the Board to fulfil its governance responsibilities, promote accountability, and ensure that the College continues to carry out its mandate in the public interest.

The Posting of Board Materials Policy promotes transparency and accountability by providing the public with timely access to Board materials and meeting records, helping to build public trust in the College's governance processes.

The Board Effectiveness Evaluation Policy supports public confidence by ensuring that the Board remains accountable, effective and focused on fulfilling its public protection mandate through regular evaluation and continuous improvement.

Diversity, Equity, and Inclusion Considerations:

The Posting of Board Materials Policy supports equitable access to information by ensuring that Board meeting materials are made publicly available in advance of meetings.

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 Registrar, CEO Expectations and Job Products Policy supports effective risk management by clearly defining the job products and expectations of the Registrar, CEO.

The Posting of Board Materials Policy helps to protect the College's confidential information by clearly separating public and *in camera* materials and supports compliance with legislative requirements.

The Board Effectiveness Evaluation Policy supports effective risk management by identifying opportunities for improvement and ensuring appropriate actions are taken to strengthen Board performance and accountability.

Recommendations/Action Required:

The Governance Committee recommends that the Board approve no changes to the **Registrar, CEO Expectations and Job Products Policy (3-05)** and **Posting of Board Materials Policy 4-23**:

The Governance Committee recommends that the Board approve the proposed changes to the **Board Effectiveness Evaluation Policy (4-26)**.

POLICY TYPE: BOARD - STAFF RELATIONSHIP**3-05 Registrar, CEO Expectations and Job Products Policy**

BACKGROUND

In keeping with the Governance Approach Policy, 4-01, the Registrar, CEO is responsible for achieving specified strategic outcomes within operational boundaries. This policy describes the job products and expectations of the Registrar, CEO.

POLICY

As the Board's single official link to the operating organization, the Registrar, CEO's performance shall be considered to be synonymous with organizational performance. Consequently, the job products (results) of the Registrar, CEO include:

1. Successfully achieving the organizational milestones, targets or strategic outcomes that were identified for the review period.
2. Leading organizational operations. To that end, the Registrar, CEO is:
 - a. authorized to establish, monitor, and make changes to COO operational policies and practices within a reasonable interpretation of Board policy.
 - b. responsible for the implementation of Strategic Outcomes Policies within the Operational Boundaries Policies, which establish risk boundaries on ethics and prudence.
3. Ensuring compliance with the by-laws of the COO and all applicable statutory obligations including under the Regulated Health Professions Act, 1991, the Opticianry Act, 1991, and the regulations under those acts.
4. Working in collaboration with external stakeholders.
5. Working successfully with the Board through effective and timely communication and updates.

The Registrar, CEO must be able to:

1. Interpret the Board's Strategic Outcomes policies and transform them into realizable operating outcomes and strategic initiatives.
2. Lead and manage the organization within the Operational Boundaries set by the Board.
3. Provide information and insight to assist the Board in policy decision-making.
4. Provide the Board with regular, accurate and effective monitoring information pertaining to the assessment of achievement of the Strategic Outcomes Policies within Operational Boundaries Policies.

The Board will from time to time approve a detailed Registrar, CEO position description.

POLICY TYPE: GOVERNANCE PROCESS

4-23 Posting of Board Materials Policy

The following policy shall govern the posting of information to the COO website regarding meetings of the Board of the COO:

Background

The Board of the College of Opticians of Ontario (“COO”) meets to discuss and make decisions about a wide range of issues affecting the governing of the profession. Board meetings are open to the public, unless the Board determines to exclude the public from all or part of a meeting in accordance with Schedule 2 of the *Regulated Health Professions Act (RHPA)*.

Schedule 2 of the *RHPA* also requires COO to post information on its website regarding upcoming Board meetings, and the information and documentation that will be provided to Directors at those meetings, except where the information or documentation relates to meetings or parts of meetings from which the public will be excluded.

Posting of Board Meeting MaterialsPrior to Board meetings:

1. The Registrar, CEO will review Board meeting materials prior to any materials being posted to the website. The Registrar, CEO will make a determination as to whether Board meeting materials are to be considered “public materials” or “*in camera* materials” based on the following criteria:
 - a. “Public materials” will include all materials provided to the Board for the purposes of the meeting, including the agenda, briefing notes, reports and other supporting documents, with the exception of any *in camera* materials, as defined below.
 - b. “*In camera* materials” will consist of those materials that relate to a meeting or part of a meeting from which the Registrar, CEO anticipates that the Board will exclude the public, including agenda items detailing same. *In camera* materials will also include information or documentation relating to any legal advice to be received or discussed by the Board at the meeting.
2. Public materials will be posted to the COO website at least 5 business days in advance of Board meetings and will remain posted to the COO website after the meeting. Where the Registrar, CEO anticipates that the Board will exclude the public from all or part of a meeting, the grounds for doing so will be also be posted to the COO website at this time.
3. *In camera* materials will not be published.

Following Board meetings:

4. As soon as possible following Board meetings, a copy of the Board Meeting Highlights and any webinar relating to the meeting will be posted to the COO website.
5. Minutes of public Board meetings that have been approved by the Board will be posted to the COO website.
6. Minutes of *in camera* Board meetings will not be published.

POLICY TYPE: GOVERNANCE PROCESS

4-26 Board Effectiveness Evaluation Policy

POLICY

In order for the Board to achieve its public protection mandate, it must govern with excellence and integrity and hold itself accountable. The Board recognizes that poor governance ultimately costs COO much more than does allocating resources to support the Board in learning to govern well. The Board, as a whole, and individual Directors will invest time and resources to enhance their understanding and ongoing implementation of governance excellence. Further, the Board recognizes that in order to do so, it needs an ongoing plan for evaluating the Board's effectiveness and continuous Board learning and development.

Given this commitment, the Board will assess its performance by conducting annual Board effectiveness self-evaluations and periodic third-party effectiveness evaluations that adhere to the principles and process outlined below:

Annual Effectiveness Self-Evaluation

1. Directors are required to participate in annual Board self-evaluations. In addition, Directors and Appointed Committee Members are required to complete annual committee effectiveness evaluations.
2. The Board Chair is authorized to take steps to ensure that all Directors and committee members complete the self-evaluations and do so in a timely manner.
3. The Board effectiveness self-evaluation will pertain to the Board's performance as a whole, as well as an overall summary of individual member contributions. The Committee evaluation will address each specific Committee's effectiveness and will be used annually.
4. These effectiveness self-evaluations will take place in the last quarter of the calendar year.
5. The Board will meet in February/March to review a report of the results of the Board and committee self-evaluations and to develop an action plan for the coming year. The plan will be linked to and recorded in the Board's Annual ~~Integrated Strategic Agenda~~/Work Plan.
6. Following the Board discussion regarding the results, the Board will report in public session the following:
 - a. The record of the Board effectiveness self-evaluation taking place
 - b. The number of Directors participating
 - c. The Board's related action plan in response to the learning resulting from the evaluation.

Third-Party Effectiveness Evaluation

7. Every three years, the Board will undergo an effectiveness evaluation by an independent third party. All Board members are required to participate in the third-party effectiveness

evaluation.

8. The Board Chair is authorized to take steps to ensure that all Directors participate in the third-party effectiveness evaluation.
9. The Board third-party effectiveness evaluation will pertain to the Board's performance as a whole, as well as an overall summary of individual member contributions.
10. The Board will meet ~~in February/March~~ to review a report of the results of the third-party effectiveness evaluation and to develop an action plan for the coming year. The plan will be linked to and recorded in the Board's Annual ~~Integrated Strategic Agenda~~/Work Plan.
11. Following the Board discussion regarding the results, the Board will report in public session the following:
 - d. The record of the third-party effectiveness evaluation taking place
 - e. The number of Directors participating
 - f. The Board's related action plan in response to the learning resulting from the evaluation.