

BRIEFING NOTE

TO: Board of Directors

FROM: Fazal Khan, Registrar

DATE: September 22, 2025

SUBJECT: Communication and Support to the Board Policy (2-11)

☐ For Decision

☐ For Information

☒ Monitoring Report

Purpose:

To provide the board with a monitoring report on the Communication and Support to the Board Policy, in accordance with the monitoring report schedule approved by the board.

CEO Interpretation and Evidence:

The policy (**APPENDIX A**) was passed by the board on October 2, 2017. The policy requires that the Registrar, CEO, support the board with appropriate information and resources to facilitate effective, risk-based decision making. The information contained in this monitoring report represents compliance with a reasonable interpretation of the policy. This is the third monitoring report being submitted to the board. The monitoring report covers the period from September 2023 to September 2025.

Policy	Interpretation	Evidence
The CEO will provide the board with adequate information to support decision making, including environmental scanning, staff and external perspectives, significant issues or changes within the internal/external environment that have a bearing on board policies, along with alternative choices and risks.	<p>Environmental scanning topics are reported regularly at board meetings, and in between board meetings, email updates are circulated.</p> <p>Staff and external perspectives on issues are routinely shared at board meetings/policy, and strategic planning meetings</p>	<ul style="list-style-type: none"> Significant efforts were made to provide the board with a comprehensive environmental scan to inform decision making at the spring strategic planning session. Multiple perspectives were sought through surveys, interviews, and focus groups. Relevant stakeholders were engaged both at the provincial and national levels including registrants, educators, industry and other regulators. Multiple perspectives are also sought for consultation and feedback. Recently, these included changes to the Refresher Program, changes to the Life Member Designation, Election Reform, and proposed changes to the Inactive

		Class Optician Eligibility for the Board and Committees. Feedback is sought using a survey sent to system partners and promoted on social media, as well as at trade shows and speaking engagements.
The CEO will provide monitoring data required by the board in a timely and understandable fashion.	Monitoring Reports are provided in accordance with the schedule set out in the board's policy	<ul style="list-style-type: none"> • All monitoring reports were submitted as scheduled. In total, 18 reports were delivered during the last cycle, including: three Investment Policy Monitoring Reports, three Strategic Outcomes Policy Monitoring Reports, three Financial Planning and Budgeting Reports, two Emergency Registrar CEO Succession Reports, one Global General Operational Constraint Report, three Financial Condition Policy Reports, an Asset Protection Policy Monitoring Report, Human Resources parameters, a Reserves Policy Monitoring Report, one Registrant Relations Monitoring Report, and one on Corporate Identity, Public Image, and Communication. • No additional monitoring reports were requested by the board during this period. • Committee report templates have been updated since 2023 to now include a visual 'dashboard' to convey important statistics that may be of value to the board and other readers.
The CEO will advise the board about any actual or anticipated non-compliance with strategic outcomes or operational boundaries policy.	Monitoring reports on strategic outcomes and various operational boundaries policies are provided in accordance with the schedule; additional updates are provided on an as needed basis.	<ul style="list-style-type: none"> • The board received monitoring reports on the Strategic Outcomes Policy and other operational boundaries policies in accordance with the monitoring schedule. There were no instances of non-compliance to report during this period.

<p>The CEO will advise the board about media coverage, threatened or pending lawsuits, material changes or events, including in executive personnel</p>	<p>Updates are provided in a method appropriate to the urgency, sensitivity, and significance of the matter. Updates are provided via email, board registrar reports at regular or emergency board or executive meetings, or at in-camera sessions</p>	<ul style="list-style-type: none"> • The Registrar, CEO, works to ensure the board is up to date on issues concerning regulation in Ontario and across Canada. Following the March 4 board meeting, two articles were sent to the board: one on provincial trade barriers and a second one on Bill No. 36. An update on Nova Scotia Bill 36 was sent to the board by email on March 20, 2025. • Legal updates are provided in-camera where legal or sensitive matters arise. The board went in-camera in December 2024, June 2024, and October 2023. • The board is typically apprised via email of any significant updates or issues prior to general communications being sent to registrants as a 'heads up' on the issue. • The board was updated on all staffing and board/committee member changes that occurred during the reporting period via email and/or in the Registrar, CEO's quarterly reports to the board.
<p>The CEO will advise the board when it is not in compliance with its own governance policies</p>	<p>Updates are provided appropriate to the urgency, priority, and significance of the matter. The board chair and vice-chair are kept apprised of developments.</p>	<ul style="list-style-type: none"> • There were no instances of non-compliance with governance policies during the monitoring period.
<p>The CEO will not present information in an overly complex way or in a way that fails to differentiate between board decision making, monitoring or information.</p>	<p>Board materials are reviewed to ensure they are clear and relational and that their purpose is clearly defined.</p>	<ul style="list-style-type: none"> • Prior to inclusion in a meeting package, all board briefing notes are reviewed by senior staff to ensure meeting materials are clear, accurate, succinct, and comprehensive. All briefing notes include a checkbox identifying the purpose of the briefing note (decision making, monitoring, information), a purpose statement, and a statement identifying the action required. • The admin team is trained in writing in plain language and providing a balance of background information to provide the appropriate context, without creating an overly dense briefing note.

		<ul style="list-style-type: none"> The admin team seeks regular feedback from the board to improve the resources provided to the board during post-board reflection periods and via post board surveys.
The CEO will provide the board and its directors with communications and administrative support for its activities	Administrative support is provided by the Executive Office. Board decisions and highlights are included in College e-blasts and social media	<ul style="list-style-type: none"> The executive office comprises four staff members, including the registrar, who are available to provide administrative support, resources, and expertise to the board. Consultants (ie. external legal, governance) are contracted on an as needed basis to provide additional support. E-blasts of meeting highlights are circulated to registrants and system partners following each board meeting and posted on the College's website. Board policy/program changes or updates are addressed in social media posts. Recently, these included posts about board elections and proposed changes to the refresher program. The board is notified in advance of any significant registrant communications unless already addressed at a board meeting. The board chair and vice chair are prepared in advance of all board meetings and external events. Board members are provided support, including paper copies of board meeting materials when requested.
The CEO will deal with the board as a whole, except when fulfilling individual requests for information, or responding to directors duly charged by the Board. The board chair is kept apprised of matters as appropriately delegated to by the board, and as set out in the board's governance policies.	Updates are provided to the board at large, and feedback sought from the entire group. The board chair is kept apprised of matters as appropriately delegated to by the board, and as set out in the board's governance policies.	<ul style="list-style-type: none"> In addition to the communications indicated above, the board was consulted on all decisions within their terms of reference and that affect their operations, for example: the board is surveyed following meetings and training sessions, virtual meetings and training sessions, attendance of appointed members at in-camera sessions, etc. The board chair and registrar communicate regularly to ensure timely updates.

The CEO will provide the consent agenda for anything delegated to the CEO.	Agendas are reviewed by the chair and the Executive Committee, including any consent items.	<ul style="list-style-type: none"> The process notes are developed before each board meeting, and consent items are flagged for the board chair, and meeting facilitator. Consent items are primarily committee reports.
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Public Interest Consideration:

Does the Registrar, CEO's interpretation of the policy serve or impact the public's interest or trust in the college?

Diversity, Equity, and Inclusion consideration:

Does the Registrar, CEO's interpretation of the policy impact the college's commitment to Diversity, Equity, and Inclusion?

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 governance, oversight, and transparency.

Recommendations/Action Required:

To provide feedback to the Registrar on the achievement of the policy as demonstrated by the monitoring report.

- 1) Was the Registrar, CEO's interpretation of the Communications and Support to the Board Policy reasonable?
- 2) In the Board's opinion, did the Registrar, CEO, comply with this policy?

POLICY TYPE: OPERATIONAL BOUNDARIES

2-11 Communication and Support to the Board Policy

The Registrar, CEO of the College of Opticians of Ontario (COO) may not permit the Board to be uninformed or unsupported in its work.

Further, the Registrar, CEO shall not:

1. Allow the Board to be without adequate information to support informed Board decisions, including relevant environmental scanning data, a representative range of staff and external points of view, significant issues or changes within the external or internal environment which may have a bearing on any existing Board policies, along with alternative choices and their respective implications.
2. Neglect to submit the monitoring data required by the Board (Board Monitoring System Policy, 4-25) in a timely, accurate and understandable fashion, including explicit Registrar, CEO interpretations of the Board policies being monitored and evidence of compliance.
3. Let the Board be unaware of any actual or anticipated non-compliance with any Strategic Outcomes or Operational Boundaries policy, in a timely fashion, regardless of the Board's monitoring schedule.
4. Let the Board be unaware of any material information it requires, including anticipated media coverage, threatened, or pending lawsuits, and material or publicly visible external and internal changes or events, including changes in executive personnel.
5. Allow the Board to be unaware that, in the Registrar, CEO's opinion, the Board is not in compliance with its own policies on Governance Process and Board-Staff Relationship, particularly in the case of Board behaviour which is detrimental to the work relationship between the Board and the Registrar, CEO.
6. Present information in unnecessarily complex or lengthy form or in a manner that fails to differentiate among information of three types: Board decision-making, Board monitoring, and general incidental information.
7. Allow the Board to be without a workable mechanism for official Board, Director or Committee communications and administrative support for Board activities.
8. Deal with the Board as a whole except when:
 - a. Fulfilling individual requests for clarification of information.
 - b. Responding to Directors or Committees duly charged by the Board.
 - c. Keeping the Board Chair and Vice-Chair informed about important organizational issues.
9. Neglect to supply for the Required Approvals Agenda (Consent Agenda) all items delegated to the Registrar, CEO, yet required by law, regulation, or contract to be Board approved, along with monitoring assurance pertaining to these items.