

**COUNCIL MEETING MINUTES**  
**Monday, October 2nd, 2017 9:30 – 4:30**  
**COO Boardroom – 90 Adelaide Street, Suite 300, Toronto**

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**Council Members Present:**

Mr. David Milne, President, Public Member  
Ms. Ingrid Koenig RO, Vice-President, Elected Member *(left the meeting at 12:00 noon)*  
Mr. Bryan Todd RO, Elected Member  
Mr. Omar Farouk, Public Member  
Ms. Eve Hoch, Public Member  
Mr. Joseph Richards, Public Member  
Ms. Neda Mohammadzadeh RO, Elected Member  
Mr. Edward Viveiros RO, Elected Member  
Ms. Peggy Dreyer, Public Member  
Ms. Trudy Mauth, Public Member  
Mr. Jeff Fernandes RO, Elected Member  
Mr. Gordon White, Public Member  
Mr. Balbir Dhillon RO, Elected Member *(left the meeting at 12:00 noon)*

**Administration:**

Mr. Jim Dunsdon, Independent Meeting Chair  
Mr. Fazal Khan RO, Registrar  
Ms. Bev Sloan, Deputy Registrar  
Ms. Amy Stein, General Counsel  
Ms. Farrah Kamani, Executive Assistant *(meeting recorder)*

**Regrets:**

Mr. Rob Vezina, RO

**Guests:**

Ms. Karen Fryday-Field, Meridian Edge Consulting

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**1.0 Introduction**

**1.1 Introductions and Announcements**

Independent Meeting Chair Jim Dunsdon called the meeting to order with a role call at 9:30 am and welcomed all. He requested that no recordings during the meeting take place. It was noted that Vice-President Ingrid Koenig would be joining the meeting via conference call.

President David Milne made a presentation honoring Ms. Susan Carlyle a former public appointee to the College for her service over the past three years. Ms. Carlyle was unable to attend and a plaque noting her years with the College was presented and will be sent to Ms. Carlyle with a congratulatory letter.

**1.2 Conflict of Interest Declaration - Executive Limitations Policies**

A conflict of interest with two in-camera agenda items was declared by Mr. Jeff Fernandes. The meeting chair requested that this declaration be revisited when the items were to be discussed.

### **1.3 Adoption of Agenda**

**MOTION:** To adopt agenda as circulated.

Moved: Jeff Fernandes

Seconded: Gordon White

**MOTION: CARRIED**

## **2.0 Governance Presentations**

### **2.1 Adoption of Policy Governance Model**

Governance Chair Gordon White spoke to Council about the policy governance model, including new and refreshed governance policies that were before them today for discussion and approval. The College's Strategic Plan set a goal of building and implementing a robust Council effectiveness evaluation and refreshing its governance policies. Mr. White introduced Ms. Karen Fryday-Field of Meridian Edge Consulting who has been working with the Governance Committee to achieve this goal. Ms. Fryday-Field spoke at length about policy driven governance that focuses on policy and strategic directions more than making one-off operational decisions and administrative details. Council was then asked to affirm this strategic direction via a motion.

**MOTION:** WHEREAS the Council is committed to continuously enhancing the focus, excellence, engagement, transparency, and accountability of its governance approach;

WHEREAS the Council believes its governance approach should emphasize end (outcomes) results for the public, encourage diverse perspectives, focus on strategic leadership rather than administrative detail, clearly distinguish between governance (Council) and management (CEO & Registrar) roles, demonstrate forward thinking and outward focus, practice collaborative decision-making, and demonstrate a commitment to engagement with the public and members; and

WHEREAS the Council recognizes that its role is in governance and not management and further believes that after significant study, the ten (10) principles of Policy Governance offer a useful approach to effective governance (see Appendix A),

BE IT RESOLVED THAT the Council of the College of Opticians of Ontario, hereby moves to:

1. Design and adopt the Policy Governance approach to meet the governance needs of the College of Opticians of Ontario.
2. Utilize Policy Governance as a system of governance incorporating, in a flexible manner, the ten principles.
3. Develop and pass policies to record the Council's policy direction in four categories (Ends, Executive Limitations, Governance Process, and Council-Staff Relationship Policies).

4. Engage the public in informing the Council's policy decisions.
5. Connect with the CEO & Registrar, as the Council's one employee and the Chief Executive Officer of the organization.
6. Monitor the performance of the CEO & Registrar and the organization synonymously and with careful diligence to ensure that the desired outcomes for the public (and, where appropriate, members) are achieved within the Council's risk boundaries of prudence and ethics.

Moved: Gordon White  
Seconded: Joseph Richards

**MOTION: CARRIED**

## **2.2 Governance Policy Manual – Revised Table of Contents**

Council was presented with a revised list of topics (Table of Contents) for its existing Governance Manual for consideration. The revised Table of Contents proposed new policies requiring development along with existing governance policies that will be incorporated into the new table, some newly refreshed and some that will require review and refreshing.

**MOTION:** That the COO Council adopt the revised COO Council Policy Manual Table of Contents recognizing that Council will continue to develop and evolve the list of topics for which it will provide policy direction.

Moved: Gordon White  
Seconded: Ingrid Koenig

**MOTION: CARRIED**

## **2.3 High Level Governance Policies**

### **2.3.1 Governance Approach Policy (IV-01)**

Ms. Karen Fryday-Field presented Council with a policy governance approach wherein policies are defined in four categories: End Policies, Executive limitations, Council-CEO and Registrar Relationship, and Governance Process. The first policy for consideration was the Governance Approach Policy (IV-01).

**MOTION:** That the COO Council approve the Governance Approach Policy (IV-01) governing policy.

Moved: Gordon White  
Seconded: Ingrid Koenig

**MOTION: CARRIED**

### **2.3.2 General Executive Constraint (II-01)**

The second policy presented to Council for consideration was included in the Executive Limitations Policies quadrant wherein the Council establishes the boundaries of acceptability within which staff methods and activities can responsibly be delegated to staff.

**MOTION:** That the COO Council approve the General Executive Constraint Policy (II-01) governing policy.

Moved: Gordon White

Seconded: Bryan Todd

**MOTION: CARRIED**

### **2.3.3 Global Council Registrar/CEO Relationship Policy (III-01)**

The third policy for consideration was included in the Council/Registrar Relationship Policies quadrant wherein the Council clarifies the manner in which it delegates authority to the CEO/Registrar and therefore the staff, as well as how it evaluates staff performance on provisions of the achievement of Ends and operations within Executive Limitations policies.

**MOTION:** That the COO Council approve the Global Council-CEO & Registrar Policy (III-01) governing policy.

Moved: Balbir Dhillon

Seconded: Trudy Mauth

**MOTION: CARRIED**

### **2.4 Financial Planning and Budgeting Policy (I-05)**

This policy falls under the Executive Limitations policy quadrant and was designed to put executive boundaries and risk tolerances around the financial planning and budgeting process and structure. The policy was originally approved on September 20, 2011 and had not been reviewed since that time. The policy has undergone an initial review by the Governance Committee and will be presented for approval at the December Council meeting.

### **2.5 Financial Condition Policy (II-06)**

The Financial Condition Policy falls under the Executive Limitations policy quadrant. The policy addresses financial executive boundaries related to the ongoing financial condition of the College and aims to avoid a situation where the College is not looking at the long-term financial sustainability of the College. This policy was first approved in September of 2011 but had not been reviewed since its implementation. The Governance Committee reviewed the relevancy of the policy, revised it accordingly and presented the revised policy to Council for consideration.

**MOTION:** That the COO Council approve the revised “Financial Condition” (II-06) Executive Limitations policy to be current and relevant.

Moved: Gordon White

Seconded: Eve Hoch

**MOTION: CARRIED**

**2.6 Communication and Support to Council Policy (II-50)**

The Communications and Support to Council Policy falls under the Executive Limitations Policy quadrant. The policy was designed to set the executive boundaries around the risks related to not keeping the Council informed and supported. The policy was first approved in September of 2011 but had not been reviewed since its implementation. The Governance Committee reviewed the relevancy of the policy, revised it accordingly and presented the revised policy to Council for consideration.

**MOTION:** That the COO Council approve the revised “Communication and Support to the Council” (II-50) Executive Limitations policy to be current and relevant.

Moved: Gordon White  
Seconded: Trudy Mauth

**MOTION CARRIED**

**2.7 COO Council Governance Rehearsal/Case Study**

Ms. Karen Fryday-Field presented Council with a case study designed to help Council members make decisions based on the new and revised policies presented at the meeting. Council convened into four groups to brainstorm potential actions or questions Council would consider when making a decision.

**2.8 The COO 2017 Roadmap for Governance Committee/Council Governance work plan (V.Aug.10.2017)**

The Governance Committee presented Council with a briefing report containing a work plan outlining what the committee had completed to date and setting out continuing policy work to be undertaken by the committee. The Governance Committee was commended on its accomplishments to date. Committee Chair Gordon White thanked Council on its commitment to moving the organization forward.

**3.0 Minutes**

**3.1 May 29, 2017**

**MOTION:** That the minutes of the May 29, 2017 Council meeting be approved as presented.

Moved: Omar Farouk  
Seconded: Joseph Richards

**MOTION: CARRIED**

**4.0 Finance**

**4.1 Year-to-Date Financial Variance Report**

Council reviewed the year-to-date financial variance report for the period ending August 31, 2017. It was noted the revenue was slightly above the budgeted figure with Council and committee expenditures and operational and administrative expenditures both currently under budget.

The Registrar provided Council with an overview of the office move financials and noted that the College is trending below budget for the move.

**5.0 Decisions & Discussion**

**5.1 Annual Report**

The Registrar noted that due to the office move, the 2016 Annual Report was in the process of being printed. Council was provided with an electronic version of this report on-screen for review. The report is to be circulated electronically to Council.

Copies of the report will be available in print for the upcoming continuing education events where members will be able to pick up a copy. The Registrar will address the membership at these events and invite questions. The report is to be posted on the College website.

**5.2 Contact Lens Mentor Policy**

Council reviewed and discussed proposed amendments to the College's Contact Lens Mentor Policy. The Registration Committee recommended the policy be amended to remove the provision that prohibited members who have experienced a break in their practice to be eligible for the status. The current policy states that members applying for this status must have been actively fitting contact lenses continuously for a minimum of three consecutive years. Council was also asked to approve the inclusion of a statement regarding accommodation requests in the policy.

**MOTION:** That the COO Council approve the amended Contact Lens Mentor Policy, with an immediate effective date, as circulated.

Moved: Bryan Todd  
Seconded: Ingrid Koeing

**MOTION: CARRIED**

**5.3 Publishing Council Meeting Materials Policy**

The Governance Committee had been tasked with developing a policy regarding what Council materials should be published in keeping with anticipated requirements of Bill 87. A draft policy was circulated to Council for review and discussion. The College's in-house legal counsel spoke to the policy and fielded questions from Council.

**MOTION:** That the Publishing Council Meeting Materials Policy be approved as presented and implemented on a go forward basis.

Moved: Gordon White  
Seconded: Peggy Dreyer

**MOTION: CARRIED**

**5.4 Bill 87 By-law Clean Up**

Council reviewed proposed amendments to College By-laws, specifically By-law Article 15.6(x) and 15.6 (xxx) regarding information to be posted to the College's Public Register that due to Bill 87 having received royal assent, are currently not in compliance the Health Professions Procedural Code. The College's in-house legal counsel took Council through the proposed amendments offering insight and rationale for the proposed amendments. Council considered, with discussion, the proposed amendments.

**MOTION:** That the COO Council approve, in principle, amendments to Article 15 of the by-laws and circulate for stakeholder feedback.

Moved: David Milne  
Seconded: Omar Farouk

**MOTION: CARRIED**

**5.5 By-Law Amendments**

**5.5.1 Electoral District 6**

A proposed amendment to By-law Article 6.3(m) regarding eligibility criteria that must be met by candidates running for election to Council in Electoral District 6, CCLF (Certified Contact Lens Fitter) was presented by the Governance Committee. The committee was tasked by Council to review the criteria for this district at the May 29, 2017 meeting. The committee reviewed three options and with due consideration by the committee, including input from Ontario optician educators, recommended that the criteria for election in District 6 - CCLF be amended to recognize members who hold the designation as a Contact Lens Mentor be eligible for election. The College's in-house Counsel fielded questions from Council on this proposed amendment.

**MOTION:** That the COO Council approve, in principle, amendments to Article 6.3(m) of the by-laws and circulate for stakeholder feedback.

Moved: Gordon White  
Seconded: Neda Mohammadzedah

**MOTION: CARRIED**

**5.5.2 Life Member**

The Registration Committee recommended proposed amendments to the College's Life Member By-law and Life Member Policy. The proposed amendments centered on current criteria that must be met for a member to qualify for the designation as a Life Member of the College. Council reviewed and discussed the proposed amendments to the by-law and Life Member Policy.

**MOTION:** To circulate for feedback, proposed changes to the College by-laws regarding life members and the Life Member Policy.

Moved: Bryan Todd  
Seconded: Edward Viveiros

**MOTION: CARRIED**

**5.5.3 Committee Terms**

The Governance Committee was tasked with reviewing and making recommendations on amendments to relevant College by-laws regarding the timing of committee elections and appointments to be held in December instead of January in each year. Amendments regarding the proposed timing would, among other things, facilitate College committees' ability to transact business as soon beginning on January 1 in each year. As Bill 87 also introduced new timeliness requirements for the posting of information to the

public register additional pressure is conveyed upon committees to make timely decisions to comply with these requirements. Questions and some concerns were posed by members of Council with the College's in-house legal counsel responding.

**MOTION:** To circulate proposed amendments to relevant College by-laws regarding the election of the Executive Committee and committee appointments to stakeholders for feedback.

Moved: Gordon White  
Seconded: Jeff Fernandes

**MOTION: CARRIED**

## 6.0 Reports

### 6.1 Registrar's Report

The Registrar reported on recent staffing changes at the College, updated Council on the status of the renewal portal launch for opticians renewing for 2018, and noted the office move itself went relatively smoothly however there was still some work to be done in the new location. Also reported was this College's participation in a Cooperation and Collaboration Working Group involving ten RHPA colleges with 3,000 members or under who met to discuss opportunities for sharing resources and preferred vendors. The College will be attending three continuing education/trade shows in October and facilitating the fall National Registration Examination session at Georgian College. The Registrar also announced two acclamations in the upcoming Council elections, Ms. Neda Mohammedzedah in District 8 and Mr. Ed Viveiros in District 1. An election will be held on November 17, 2017 in District 5.

### 6.2 Strategic Plan 2017-2019

The Registrar provided Council with an update on the College's new 2017-2019 Strategic Plan.

It was noted that the December Council Meeting is scheduled for Tuesday, December 5, 2017. Council is to engage in a strategic planning session on Monday, December 4 which will not be open to the public.

### 6.3 Committee Reports

- 6.3.1 Discipline Committee
- 6.3.2 Registration Committee
- 6.3.3 Fitness to Practice Committee
- 6.3.4 Inquiries, Complaints and Reports Committee
- 6.3.5 Patient Relations Committee
- 6.3.6 Executive Committee
- 6.3.7 Governance Committee
- 6.3.8 Quality Assurance Committee

Committee Chairs spoke to their respective reports and answered any questions from Council members.

**MOTION:** To adopt the committee reports as presented.

Moved: Bryan Todd  
Seconded: Joseph Richards

**MOTION: CARRIED**



**6.4     National Registration Examinations**

The Chief Examiner for Ontario provided Council with information on the Spring National Examination session which took place in May and noted that the fall session was scheduled for October 27-29 at Georgian College in Barrie.

**6.5     Seneca/Georgian Advisory Meetings**

The Registrar provided Council with a verbal update on the Seneca and Georgian Advisory Committee meetings. Both schools are continuing to grapple with incorporating refracting competencies into their curriculums. It was noted that fall advisory committee meetings had been cancelled due to the strike.

**7.0     Legal – In Camera Session, Under RHPA, Schedule 2, Section 7 (c)**

**MOTION:**        To proceed to an in-camera session under the RHPA, Schedule 2, Section 7(c).

Moved:            David Milne  
Seconded:         Trudy Mauth

**MOTION:        CARRIED**

**8.0     Adjournment**

**MOTION:**        That the meeting be adjourned.

Moved:            Trudy Mauth  
Seconded:         Peggy Dreyer

**MOTION:        CARRIED**

The meeting adjourned at 3:00 pm.