

## BRIEFING NOTE

**TO:** Board of Directors

**FROM:** Governance Committee

**DATE:** December 1, 2025

**SUBJECT:** Quarterly Policies for Content Review

☒ For Decision

☐ For Information

☐ Monitoring Report

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### Purpose:

To carry out a scheduled content review of policies 4-04, 4-22, 4-24 and 4-29 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 Q4 of 2025:

- 1. Director Job Description Policy 4-04:** The purpose of this policy is to establish that, by standing for election and accepting appointment to the board, directors commit to acting as stewards on behalf of the public interest mandate of the COO. Each director is responsible for fulfilling duties related to service, preparation, ambassadorship and attendance.  
**Amendments to this policy are proposed to clarify that directors are also required to conduct themselves in accordance with the Code of Conduct for Directors and Committee Members (see Appendix A).**
- 2. Board Meeting Process Policy 4-22:** This policy establishes the College's commitment to conduct its business in a transparent, organized and fair manner, consistent with its public interest mandate. The policy sets out expectations for how board meetings are planned and conducted, including the development of agendas, chairing responsibilities, meeting procedures, in camera sessions, and the preparation of meeting minutes. **Minor amendments are proposed to this policy to reflect the board's current processes and to ensure consistency with existing board policies (see Appendix B).**
- 3. Board Policy Development Policy 4-24:** This policy outlines the College's role in developing governance policies that align with its governance role and legislative mandate. It codifies a process for developing, approving, updating and evaluating governance policies. **Minor**

**amendments are proposed to this policy to ensure consistency with existing board policies (see Appendix C).**

- 4. Pre-Election/Pre-Appointment Screening Policy 4-29:** This policy establishes the criteria for screening candidates for election or appointment to ensure a fair, efficient and transparent process. The screening process is essential to confirming that board and committee members possess the competencies required to fulfil the COO's public interest mandate. **No updates are proposed to this policy at this time (Appendix D).**

**Public Interest Considerations:**

The board has a duty to make decisions that are consistent with the College's public interest mandate.

**Diversity, Equity, and Inclusion Considerations:**

It is incumbent on the committee to consider whether the proposed policies are consistent with the COO's organizational values relating to diversity, equity and inclusion.

**Risk Management Considerations:**

Regular review of governance policies ensures that they remain relevant and aligned with the board's strategic objectives, supporting the [COO Strategic Plan 2023-2025](#) and helping to mitigate organizational risk.

**Recommendations/Action Required:**

The Governance Committee recommends that the board approve the proposed changes to the **Director Job Description Policy, Board Meeting Process Policy and Board Policy Development Policy.**

The Governance Committee recommends that the board approve no changes to the **Pre-Election/Pre Appointment Screening Policy.**

POLICY TYPE: GOVERNANCE PROCESS

4-04 Director Job Description Policy

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In agreeing to stand for election and accept appointment to the Board, Directors will act as stewards on behalf of the public interest mandate served by the College of Opticians of Ontario (COO).

Individual Directors will meet the job responsibilities outlined below:

**SERVICE**

Directors:

1. Will govern and participate in Board, Committee and Working Group meetings consistent with the Governance Approach Policy, 4-01 and the Board Terms of Reference, 4-03.
  2. Will be prepared to serve on at least one Committee of the Board and potentially a Working Group as needed.
  3. Will, within their skill sets, assume specific assignments such as leading a Committee or Working Group, preparing a discussion document for Board consideration or leading a Board discussion.
  4. Will actively participate in Board meetings to bring forward ideas, perspectives, and expertise in order to assist the Board in making the best decisions.
  5. Will discuss and develop policy to establish the strategic outcomes of the COO, the value system of the COO, the operational boundaries of the Registrar, CEO, and the processes the Board uses to complete its own work.
- ~~5-6.~~ Will conduct themselves ethically, respectfully and lawfully, acting in accordance with the College's statutory mandate to regulate opticianry in the public interest, as outlined in the Code of Conduct for Directors and Committee Members.

**PREPARATION**

Directors:

- ~~6-7.~~ Are expected to be informed and productive in meetings by reviewing material pre-circulated for Board meetings, prior to the meeting.
- ~~7-8.~~ Will be prepared to discuss and vote on matters in the public interest.
- ~~8-9.~~ Should seek clarification, as needed, prior to the Board meeting with the Registrar, CEO on any significant agenda items.
- ~~9-10.~~ Will generally need to prepare for, travel to, and participate in approximately ten (10) to sixteen (16) Board and Committee meetings per year.
- ~~10-11.~~ Must be familiar with Board policy and basic procedure.
- ~~11-12.~~ May attend an external continuing education session as approved by the Chair in consultation with the Registrar, CEO.
- ~~12-13.~~ Are expected to attend internal training continuing education sessions related to their role as Directors and/or Committee Members.

**AMBASSADORSHIP**

Directors:

- ~~13-14.~~ Recognize that the Chair is the official spokesperson for the Board.

~~14.~~15. May be called upon periodically to serve as ambassadors for the COO by being present at specific events/meetings and/or by serving as a spokesperson when delegated by the Chair.

## **ATTENDANCE**

### **Directors**

~~15.~~16. Are expected to attend all Board and Committee meetings as their input is essential, and continuity from meeting to meeting is critical. The failure by a Director to attend multiple Board and/or Committee meetings may result in the Director's disqualification in accordance with the COO by-laws.

~~16.~~17. Regrets for an absence should be made to the Chair and Registrar, CEO. The Director may wish to speak directly to the Chair with regard to the reason for the absence. The Chair will be responsible for addressing attendance problems on behalf of the Board.

## POLICY TYPE: GOVERNANCE PROCESS

### 4-22 Board Meeting Process Policy

#### PURPOSE

The College of Opticians of Ontario (COO) Board of Directors is committed to conducting its business in a manner that is transparent, organized, and fair, and consistent with its mandate to regulate the opticianry profession in the public interest.

#### POLICY

##### Agendas

1. Agendas for Board meetings will be prepared by the Registrar, CEO in collaboration with the Board Chair, and will be aligned with the Board's Annual Work Plan. Policy 4-40, Board Annual Strategic Agenda/Work Plan.
2. Directors or Appointed Committee Members who wish to request that an item be added to the agenda may bring the matter to the attention of the Board Chair and/or the Registrar, CEO at least 30 days prior to the scheduled meeting. In considering the request, the Board Chair and/or the Registrar, CEO will take the following factors into account:
  - a. Board meeting time/capacity.
  - b. Alignment with the Board's strategic agenda/work plan Annual Work Plan, strategic objectives/priorities and Policy Governance Manual.

##### Chairing Board Meetings

3. Board meetings will be chaired or co-chaired by a Meeting Chair, who may be the Chair of the Board or any other person selected by the Board to chair the meeting, in accordance with the By-laws. During the meeting, the Meeting Chair will directly, or through delegation to an appropriate co-chair or facilitator:
  - a. Read motions as required.
  - b. Keep a speakers list as required.
  - c. Preserve order, with reference to the Rules of Order set out in the by-laws.
  - d. Make efforts to ensure that all Directors are engaged and participating.

##### Meeting Guidelines

4. Public Board Meetings:
  - a. These meetings are open to the public in accordance with the RHPA and are where the majority of Board business is conducted.
  - b. The Board will ensure that reasonable notice is provided to registrants, the public and the Minister of Board meetings in accordance with the *Health Professions Procedural Code*. Meeting dates and times will be posted on the College's website. Changes in the schedule will be posted on the College's website at least 48 hours prior to the scheduled meeting (where possible).
  - c. Appointed Committee Members will be invited to attend public Board meetings as guests/observers, meaning they may not provide comments or ask questions during the meeting, unless they have been invited to present to the Board in their capacity as chair or representative of a statutory or non-statutory committee of the College.

- d. To ensure adequate space and preparation, any other individuals wishing to attend a public Board meeting in person shall advise the College by phone or email. It is recommended that, wherever possible, guests provide at least 48 hours' notice. Anyone who attends a public Board meeting without providing notice may be asked to leave at the request of the Chair if sufficient space is not available.
  - e. Other individuals who attend a public Board meeting will have observer status, meaning that they may not provide comments or questions during the meetings. The Meeting Chair and/or the Board Chair may ask anyone who is disrupting the proceedings to leave, and may prohibit such individual from attending future meetings.
  - f. Meetings will include regular breaks, during which Directors will suspend all discussion of COO or Board business.
  - g. Meeting materials for public Board meetings will be posted to the COO website in advance of meetings in accordance with the *Health Professions Procedural Code* and the Posting of Board Materials Policy, 4-23.
5. *In Camera* Board Meetings:
- a. In camera meetings are closed to the public and will be held where the Board has made a motion to exclude the public in accordance with the relevant provisions of the *Health Professions Procedural Code*.
  - b. In deciding to go in camera, the Board will consider whether the need for confidentiality outweighs the desirability of adhering to the principle that Board meetings be open to the public.
  - c. In camera meetings will include Directors and the Registrar, and may also include the Deputy Registrar and any other staff members or external advisors requested by the Board (e.g. legal, auditor, consultant). Appointed Committee Members s will not be included in in camera sessions unless circumstances require their attendance in order to address a particular agenda item (e.g. as the chair of a committee) and a motion is carried permitting such attendance. Such attendance will be limited to the portion of the in camera session where their presence is required.
  - d. No Board meetings will be held without the presence of any COO staff person unless the meeting is for the purpose of:
    - i. Voting to terminate the Registrar, CEO; or
    - ii. A discussion about Registrar, CEO performance that must be held on an emergency basis in between regularly scheduled annual performance evaluations held in accordance with the Registrar, CEO Performance Evaluation and Compensation Process Policy, 3-067. For the purpose of this policy, an emergency refers to a situation where a serious risk to the COO has been identified that requires immediate action to avoid irreparable harm to the COO or the public interest.
  - e. In the event that the Board holds a meeting without the presence of any COO staff, it shall retain appropriate external legal counsel to attend the meeting and keep a record of any discussion or votes.
  - f. The Board may order that materials relating to in camera sessions will not be published or broadcast, in accordance with the *Health Professions Procedural Code*.
  - g. The Board may report on the topics covered during the in camera session at the next public Board meeting.

### **Board Meeting Minutes**

6. Minutes will be taken and retained for all Board meetings and will serve as the official record of the decisions/motions, rationale and actions of the Board.
7. Minutes will include:
  - a. Details of the meeting, including the date, time, place, format (e.g. in person, teleconference, videoconference), Directors present, Directors absent, staff and guests present.
  - b. A record of any votes, motions and/or decisions made by the Board, including a record of the number of “yes”, “no” or “abstain” votes. All Directors who choose to abstain from a vote will provide a reason for the abstention, which will be recorded in the minutes.
  - c. The rationale for decisions made by the Board. For clarity, the minutes will not include details of deliberations, only the rationale for the eventual decision.
8. Draft minutes will be circulated to Directors as soon as possible (or within approximately 14 days) following the Board meeting for their review and feedback.
9. Drafts of Board meeting minutes will be placed on the agenda at the following Board meeting for validation and approval. Minutes from in camera sessions will be placed on the agenda of the following in camera Board meeting.
10. Minutes will not be considered official until they have been approved by a majority of Directors present and voting.
11. Minutes from in camera sessions will be marked “confidential” and will not be made available to the public.

## POLICY TYPE: GOVERNANCE PROCESS

## 4-24 Board Policy Development Policy

**BACKGROUND**

The College of Opticians of Ontario (COO) recognizes that one of its primary functions is to develop governance policies in accordance with its governance role and its mandate under provincial legislation.

**POLICY****1. General Principles**

- a. It is the responsibility of the Board to develop, approve, update and evaluate implementation of its governance policies.
- b. The set of policies contained in the Policy Governance Manual (the “Board Policies”) shall be kept current at all times such that the policies accurately reflect current Board policy thinking and direction and so the policies remain relevant and useful.
- c. This policy applies to Board Policies only. The Board recognizes that the Registrar, CEO is delegated the responsibility of developing administrative policies and procedures to interpret and implement Strategic Outcomes and Operational Boundaries Policies. The Registrar, CEO may develop, amend, update and approve all administrative policies without Board review or approval.

**2. Policy Categories**

- a. Board Policies are grouped into four categories.
  - i. Strategic Outcomes Policies: These policies provide direction to the COO’s strategic vision, mission, impact and results.
  - ii. Operational Boundaries Policies: These policies set out the Board’s risk boundaries for COO operations.
  - iii. Governance Process Policies: These policies define the governance approach and processes the Board will use.
  - iv. Board-Staff Relationship Policies: These policies clarify the Board’s relationship with the Registrar, CEO and COO staff.

**3. Policy Development**

- a. Any individual (including a Director, committee member, Registrar, CEO, staff or external advisor), the Board as a whole, or a committee may request a new Board Policy or modifications to an existing Board Policy.
- b. In evaluating the request, the Board will consider the following:



- i. The need for the Board to provide governance direction through a Board Policy Statement.
  - ii. Whether the policy aligns with COO values, vision, mission and Strategic Outcomes Policies.
  - iii. Strategic implications and risk.
  - iv. Impact to the public interest, registrants, staff and other stakeholders.
  - v. Feasibility of implementing the request.
- c. The Board may assign the task of developing or modifying a policy to an appropriate committee.
  - d. The Registrar, CEO and/or committee may engage in initial stakeholder consultation before presenting a proposed policy to a committee or to the Board (see Board Decision-Making Policy, 4-20).

#### **4. Policy Approval**

- a. Policies will be approved in accordance with the Board Decision-Making Policy, 4-20.

#### **5. Policy Implementation**

- a. Strategic Outcomes and Operational Boundaries Policies will be interpreted and implemented by the Registrar, CEO.
- b. Governance Process and Board-Staff Relationship Policies will be interpreted and implemented by the Board.

#### **6. Regular Policy Review**

- a. The Board recognizes that Board Policies need to be reviewed and updated/refreshed regularly to ensure they remain relevant and current.
- b. Each Board Policy, once approved, will include a frequency for review, which will not exceed at least once every 4 years.
- c. The process for reviewing Board Policies will be facilitated and supported by the Governance Committee with input from other committees as needed.
- d. The policy review schedule will be considered when the Board establishes its Annual Work Plan. ~~annual Strategic Agenda/Work Plan.~~
- e. In addition, the Board may review any of its policies at any time if it believes a review to be necessary.

## **7. Policy Tracking and the Policy Governance Manual**

- a. All Board Policies will be recorded in the COO Policy Governance Manual (the “Manual”).
- b. The Manual will be kept on the COO electronic portal where it will be available to all Directors and Committee Members.
- c. The Manual will be kept up to date by COO staff.
- d. Directors and Committee Members are encouraged to refer to the Manual for use at Board and Committee meetings.

## **8. Policy Monitoring and Achievement Evaluation**

- a. The Board will receive scheduled monitoring reports from the Registrar, CEO on their interpretation and achievement of Strategic Outcomes Policies, and their interpretation and compliance with Operational Boundaries Policies.
- b. The Board will evaluate, based on a schedule set out in Appendix A, the Board Workplan, its achievement of the Governance Process and Board-Staff Relationship Policies.

Board Self- Monitoring Schedule December 2023 – December 2025		
Governance Policy	Date to be Reviewed	Director Assigned
Board Policy Development Policy 4-24	December 2023	Alicia Munian
Delegation to the Registrar Policy 3-03	March 2024	Samir Modhera
Governance Approach Policy 4-01	June 2024	Omar Farouk
Board Terms of Reference Policy 4-03	September 2024	Tonya Nahmabin
Board Code of Conduct	December 2024	Alicia Munian
Board Monitoring System Policy 4-25	March 2025	Alicia Munian
Board Annual Strategic Agenda/Workplan Policy 4-21	June 2025	Paul Imola
Role of Board Officers Policy 4-05	September 2025	Grazyna Sepczynska
Board Policy Development Policy 4-24	December 2025	Carlos Pacheco

POLICY TYPE: GOVERNANCE PROCESS

4-29 Pre-Election / Pre-Appointment Screening Policy

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The COO Board is committed to ensuring that the process for screening candidates for the board or committees will be robust, efficient, and transparent. Accordingly, the Board will:

1. Establish pre-election and pre-appointment competencies (the “Competencies”) in the manner set out in the COO by-laws. The Competencies will be reviewed on a regular basis (at least every 5 years) to ensure they continue to meet the board’s needs and are consistent with the COO’s mandate.
2. The Competencies will be published on the COO’s website annually at least 60 days prior to the close of nominations for election or the deadline to apply for Appointed Member positions.
3. All candidates for election or appointment shall participate in a screening interview before the Screening Committee unless it has been less than 3 years since they were last determined by the Screening Committee to have met the Competencies. For clarity, board members who are running for re-election following a 3-year term will be required to participate in a new screening interview before they are eligible to run for re-election.