

## BRIEFING NOTE

**TO:** Board of Directors

**FROM:** Carlo Sicoli, Facilitating Director

**DATE:** June 1, 2026

**SUBJECT:** 10.0 Governance Approach Policy (4-01), Monitoring Report

☐ For Decision ☐ For Information ☒ Monitoring Report

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**Purpose:**

To review the Governance Approach Policy (4-01) Monitoring Report.

**Background:**

In October 2017, the Board approved the **Governance Approach Policy (4-01)**. The purpose of this policy is to outline the Board's commitment to Policy Governance as its governance model, and to ensure that roles are clearly defined between the Board and operations.

**For Consideration:**

A monitoring report on the Governance Approach Policy is attached at **Appendix A**. A copy of the policy is attached at **Appendix B**.

**Public Interest Considerations:**

The Board has recognised the importance of strong governance to carry out its object of regulating the profession in the public interest and has invested significant time and resources into updating its governance policies and processes. Monitoring important policies confirms that the Board is fulfilling its duties and responsibilities and ensures that appropriate processes are in place to provide due diligence to planning and oversight over the College.

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

When reviewing the report, it is incumbent on the Board to consider whether any issues or concerns have arisen from a diversity, equity or inclusion perspective.

**Risk Management Considerations:**

Continually monitoring important policies helps to identify, analyse, and address potential organisational risks before they negatively impact the College.

**Recommendations/Action Required:**

That the Board evaluate the success of implementing the Governance Approach Policy as presented by the facilitating director's report. In doing this, the Board should consider the following questions:

1. The report identifies how the Board has interpreted each part of the policy. Does the Board agree that these interpretations are accurate?
2. Does the Board believe that any policy areas should be interpreted differently?
3. Does the Board agree with the evidence identified in the report?
4. Does the Board have any recommendations on steps that should be taken to address any concerns that have been identified?

Governance Approach Policy 4-01 Monitoring Report					
#	Policy Criteria	Board Interpretation of Policy Criteria	Evidence Board has met the criteria	Deficiencies and Recommendations	Conclusion: Level of Achievement  1 – Compliance Not Achieved 2 – Compliance Partially Achieved 3 – Compliance Fully Achieved
1.	Role Distinction	The Board’s responsibility continues to remain as providing oversight, not to manage the day-to-day operations of the organization. The Board will have effectively fulfilled its duties when it has established clear structures and processes that delineate its governance role from the Registrar’s operational responsibilities.	<i>The Board has partially fulfilled its role as evidenced by:</i>  1. <i>Clearly defined responsibilities in the Board-Staff 4-03 Board Terms of Reference</i>  2. <i>In April 2025, following the COO’s strategic planning session, the Strategic Plan appeared to be informally finalized with the exception of nuanced modifications. The Board’s role in setting the Strategic Plan appeared to be limited.</i>	Clarify, communicate and reiterate the Board’s role in the strategic planning process such that the Board’s specific responsibilities in the planning process adhere to the policy interpreted in policy 4-03 Board Terms of Reference.	#2

2.	Role Explanation	<p>The Board's mandate is to ensure that the COO operates with legal integrity, ethical rigor, and operational efficiency, in service of fulfilling the COO's responsibility to regulate the profession of opticianry in the public interest.</p>	<p>The Board has fulfilled its governance responsibilities through regular review of CEO reports at each Board meeting, as well as ongoing oversight of the CEO's ethical leadership and operational effectiveness.</p> <p>This is evidenced by the COO's strong performance and leadership as a self-regulated college during recent public health crises, reflecting the effectiveness and competence of the CEO.</p>	No recommendation	#3
3.	Role Education	<p>All Board members will be provided with structured orientation and ongoing development to ensure a clear, consistent understanding of their mandate, accountabilities, and the alignment of their role within the broader organizational framework.</p>	<p>The Board has partially fulfilled its responsibility in gaining access to adequate education. Examples include:</p> <ol style="list-style-type: none"> <li>1. Governance Training</li> <li>2. Discipline Hearing Training</li> </ol> <p>Additional efforts can be made to make training more accessible and updated.</p>	<p>Consider a structured onboarding and orientation plan with an increased number of self-paced options for Board members.</p> <p>Ensure training resources are updated and made available to download throughout the year.</p>	#2
4.	Role Evaluation	<p>All individuals and organizational entities will participate in an annual evaluation process, incorporating structured</p>	<p>For the Board has fulfilled its responsibility in evaluating its public protection mandate as evidenced by policy 4-26</p>	No recommendation	#3

		feedback to support accountability, continuous improvement, and alignment with organizational objectives.	<p>Board Effectiveness Self Evaluation Policy.</p> <p>The Board evaluates its effectiveness via survey on an annual basis.</p>		
5.	Role Enforcement	In the event an entity or individual fails to appropriately fulfill their role within the COO, a control is implemented to enforce the organization's expectations.	<p>The Board has fulfilled its responsibility to ensure adequate enforcement in circumstances whereby an entity or individual fail to adhere to policy.</p> <p>This is evidenced by its Code of Conduct policy 6-F.</p> <p>Adequate communication tools such as surveys following quarterly meetings, training interventions and strategic planning sessions allow for all individuals to share concerns.</p> <p>The Staff, Registrar and Chair have made themselves available and accessible to address any concerns.</p>	No recommendation	#3
6.	Policy Monitoring	Policy monitoring is a mechanism currently implemented to ensure ongoing	The Board has fulfilled its responsibility to effectively monitor policies as evidenced	No recommendation	#3

		oversight of compliance with, and achievement of, its policies.	by its: <ol style="list-style-type: none"> <li>1. Established Governance Committee who actively review policy</li> <li>2. Quarterly meetings whereby policy changes/recommendations and formal documented reports are provided to the Board.</li> </ol>		
7.	Board Responsibility	The Board, not staff, will be responsible in evaluating Board performance. The Board's role continues to remain in governance and not management of staff or daily operations.	The Board has fulfilled its responsibility for its performance as evidenced by: <ol style="list-style-type: none"> <li>1. 4-26 annual Board Effectiveness Evaluation Policy</li> <li>2. Continuous education and learning interventions offered to Board Members throughout the year.</li> </ol>	No recommendation	#3
8.	Board Discipline	The Board will hold itself to the standards of discipline required for effective and high-performing	The Board has fulfilled its responsibilities as evidenced by:	No recommendation	#3

		<p>governance. This includes expectations related to attendance, meeting preparation, timely response to requests for input on key matters, adherence to policy-making principles, respect for defined roles, collective decision-making and unified communication, as well as ensuring the ongoing strength and continuity of governance capability.</p>	<ol style="list-style-type: none"><li>1. The establishment and maintenance of a clearly defined Code of Conduct, including Schedule D: Code of Conduct for Directors and Board Members.</li><li>2. Ongoing oversight and reinforcement of the Code of Conduct through regular Board monitoring and quarterly reporting and updates.</li></ol>		
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Respectfully submitted,

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Name

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Date

## POLICY TYPE: GOVERNANCE PROCESS

### 4-01 Governance Approach Policy

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The College of Opticians of Ontario Board (COO) will use the Policy Governance system to guide its approach to governing COO, creating policy direction, monitoring and being accountable to the public. The COO's governance approach will emphasize the following:

1. An outward focus on the public and mandate that it serves, rather than internal preoccupation;
2. Encouragement of diversity in viewpoints, skills and experiences;
3. Strategic and visionary leadership, rather than management detail;
4. Fostering public trust and community engagement;
5. Clear distinction between Board and Registrar, CEO roles;
6. Being proactive rather than reactive;
7. Accountability to the public and registrants through transparent, legal and ethical decision making; and
8. Inclusive and collaborative decision making.

In order to support this governance approach, the Board commits to ensuring:

9. **Role Distinction:** recognition that the Board's role is in governance and not management. Strong governance is achieved by selecting, supporting, and measuring the performance of an effective Registrar, CEO, who will be the Chief Executive Officer responsible for management of the organization.
10. **Role Explanation:** a clear written description of the mandate and responsibilities of each major entity within the organization.
11. **Role Education:** each person involved in the direction and operations of the College will receive appropriate orientation and training on their mandate and responsibilities to ensure they understand their role and how it relates to the other entities within the organization.
12. **Role Evaluation:** each person and entity within the organization will engage in an evaluation process and receive feedback on their performance.
13. **Role Enforcement:** a means of enforcing the organization's expectations where a person or entity within the organization is not participating appropriately in the affairs of the COO despite a clear explanation of their role, appropriate education, and evaluation of their performance.
14. **Policy Monitoring:** persistent due diligence through monitoring its adherence to, and achievement of, its policies.
15. **Board Responsibility:** the Board, not staff, will be responsible for Board performance.
16. **Board Discipline:** the Board will enforce upon itself whatever discipline is needed to govern with excellence. Board discipline will apply to matters such as attendance, preparation for meetings, responding to requests for feedback and input on key issues, policy making principles, respect of roles, speaking with one voice, and ensuring the continuity of governance capability.

Individual directors commit to supporting the Board's governance approach by:

17. **Director Responsibility:** acknowledging that their responsibility to the COO takes precedence over any role an individual director may have to represent a particular group or perspective.



18. **Skill Enhancement:** enhancing their skills and knowledge with respect to their role through participation in training and continuing education, and by actively building their sector and industry awareness.
19. **Diligence:** bringing a knowledgeable, diligent and enthusiastic approach to their role.

The Board Chair commits to supporting the Board's governance approach by:

20. **Relationship Optimization:** Ensuring that the relationship between the Board and the Registrar, CEO is optimized.
21. **Spokesperson:** Acting as the spokesperson for the Board on governance matters and representing the Board to government and other related groups and boards/councils.