

BRIEFING NOTE

TO: Board of Directors

FROM: Governance Committee

DATE: June 1, 2026

SUBJECT: 6.0 Quarterly Policies for Content Review

☒ For Decision

☐ For Information

☐ Monitoring Report

Purpose:

To carry out a scheduled content review of policies 2-02, 3-04 and 4-19 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 Q2 of 2026:

- 1. Financial Planning and Budgeting Policy 2-02:** The purpose of this policy is to establish the accountability of the Registrar, CEO for financial planning that aligns with the Board's strategic priorities, supports long-term fiscal sustainability, and is informed by a multi-year plan. **No updates are proposed to this policy at this time (Appendix A).**
- 2. Board-Staff Relationship Policy 3-04:** This policy establishes that the Registrar, CEO, serves as the Board's only link to operational achievement and conduct. Accordingly, all authority and accountability of staff, as far as the Board is concerned, resides with the Registrar, CEO. **No updates are proposed to this policy at this time (Appendix B).**
- 3. Role of Committee Chairperson Policy 4-19:** This policy establishes the mandate, scope and responsibilities of the committee chair of any statutory, standing or ad-hoc committee of the COO. **No updates are proposed to this policy at this time (Appendix C).**

Public Interest Considerations:

The Financial Planning and Budgeting Policy ensures that the College's financial planning and budgeting processes align with the Board's strategic priorities, promote transparency, and support regulatory operations in the public interest.

The Board-Staff Relationship Policy supports clear accountability, transparency, and effective governance, helping ensure that decisions are made consistently and responsibly in public interest.

The Role of Committee Chairperson Policy supports the public interest by promoting effective committee leadership, consensus-based decision-making, adherence to committee mandates, and the proper management of conflicts of interest to maintain trust and integrity.

Diversity, Equity, and Inclusion Considerations:

The Financial Planning and Budgeting Policy ensures that the College's financial planning allocates resources in alignment with Board-approved strategic outcomes that incorporate diversity, equity and inclusion (DEI). The Board considered DEI across all three strategic pillars when approving the 2026-2028 strategic outcomes and identified no concerns.

The Board-Staff Relationship Policy supports fair and respectful interactions between the Board and staff.

The Role of the Committee Chairperson Policy supports an inclusive environment by encouraging active participation, fair engagement, and diverse perspectives among committee members.

Risk Management Considerations:

The Financial Planning and Budgeting Policy supports the College's long-term financial sustainability by ensuring financial planning and budgeting processes identify and mitigate risks.

The Board-Staff Relationship Policy reduces operational, legal, and reputational risk by clearly defining roles, responsibilities and boundaries between governance and management.

The Role of the Committee Chairperson Policy supports risk management by ensuring committees operate within their terms of reference, follow applicable regulatory and decision-making policies, operate efficiently within budget, and appropriately manage conflicts of interest.

Recommendations/Action Required:

The Governance Committee recommends that the Board approve no changes to the **Financial Planning and Budgeting Policy (2-02)**, **Board-Staff Relationship Policy (3-04)** and **Role of Committee Chairperson Policy (4-19)**.

POLICY TYPE: OPERATIONAL BOUNDARIES

2-02 Financial Planning and Budgeting

The Registrar, CEO shall not permit financial planning that allocates resources in a way that deviates materially from the Board-stated strategic outcomes priorities, that risks fiscal security, or that is not derived from a multi-year plan.

Further, the Registrar, CEO shall not:

1. Operate without a multi-year strategic plan that is reasonably consistent with the strategic outcomes set by the Board from time to time.
2. Permit financial planning that doesn't assign the funds reasonably necessary for the College to fulfil its regulatory responsibilities and strategic outcomes.
3. Permit financial planning that does not provide the amount determined annually by the Board for the Board's direct use during the year, such as costs of fiscal audit, Board ongoing development, Board and committee meetings, Board legal fees, and stakeholder engagement activities.
4. Permit financial planning that does not permit for the regular analysis of strengths, weaknesses, opportunities, and threats, including external environmental issues, which may impact the organization's short and long-term future and budget.
5. Permit financial planning that omits credible projection of revenues and expenses, separation of capital expenditures and operational expenses, cash flow projections, and disclosure of planning assumptions.
6. Plan the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period unless the Board expressly authorizes the use of reserves for a specific purpose.
7. Permit planning that endangers the fiscal soundness of future years or ignores the building of organizational capability sufficient to achieve strategic outcomes in future years.
8. Develop a budget for each budget cycle without:
 - a. Seeking Board input on key budget planning assumptions prior to the last Board meeting of the year.
 - b. Rendering the first draft of the budget no later than the last Board meeting of the year.
 - c. Ensuring any significant changes made by the Board are reflected and sent to the Board for approval by the first Board meeting of the year.

POLICY TYPE: BOARD - STAFF RELATIONSHIP

3-04 Board-Staff Relationship Policy

The Registrar, CEO is the Board's only link to operational achievement and conduct, such that all authority and accountability of staff, as far as the Board is concerned, is considered the authority and accountability of the Registrar, CEO.

Accordingly:

1. The Board will not give instructions to any staff other than the Registrar, CEO, unless the staff member is representing the Registrar, CEO as delegated by the Registrar, CEO.
2. The Board will not evaluate, either formally or informally, any staff other than the Registrar, CEO.
Note: directors can inform the Registrar, CEO if in their opinion some staff service is not being well executed.
3. In addition, the Registrar, CEO may request that the Board provide feedback regarding staff performance generally.

POLICY TYPE: GOVERNANCE PROCESS

4-19 Role of Committee Chairperson

POLICY PURPOSE AND APPLICATION

The Committee Chair is the chair of a statutory, standing or ad-hoc committee of the College of Opticians of Ontario (COO).

The purpose of this policy is to clearly articulate the mandate, scope, and responsibilities of the position of Committee Chair.

POLICY

1. Committee Chairs are appointed or selected in the manner set out in the COO By-Laws.
2. A Committee Chair is the first among equals within the committee and is responsible for leading and facilitating the committee's work, with the support of other committee members, and the Registrar, CEO (or delegate staff member appointed by the Registrar, CEO), and for bringing the committee to a consensus, where possible and appropriate.
3. The Committee Chair generally has no individual authority to make decisions, however nothing in this policy prevents the Committee Chair from:
 - a. Making decisions of a procedural or administrative nature (e.g. setting meeting dates and agendas, etc.);
 - b. Exercising decision-making powers conferred on them by statute, regulation, by-law or other applicable authority (e.g. selecting panels); or
 - c. Making any other decisions that are delegated to the Committee Chair by the committee.
4. Within this mandate, the Committee Chair responsibilities include:
 - a. Participating in any applicable Committee Chair orientation/training programs.
 - b. Chairing committee meetings on a regular basis, as required to fulfill the committee's mandate.
 - c. Utilizing the applicable rules of order, by-laws and code of conduct to manage and facilitate committee meetings, including introducing strategies to resolve any conflicts that may arise, and consulting with the Board Chair for assistance where appropriate.
 - d. Collaborating with the appropriate staff person to:
 - i. Orient new committee members;
 - ii. Develop agendas for committee meetings; and

- iii. Prepare committee reports to the Board.
- e. Where applicable, supporting the committee to develop an annual committee work plan to proactively achieve the committee's mandate and responsibilities and to ensure committee meetings are scheduled consistent with the committee work plan.
- f. Ensuring that the committee functions within its terms of reference and working with the committee to make recommendations to the Board for any proposed changes to the terms of reference.
- g. Encouraging the active preparation and participation of all committee members in committee activities.
- h. Where applicable, ensuring the committee has appropriate policies related to regulatory processes and decision-making criteria and that these are reviewed annually or as scheduled.
- i. Acting as the principal spokesperson for the committee at all Board meetings.
- j. Reporting to the Board on committee work and achievement of its mandate and responsibilities, and where applicable, achievement of the annual committee work plan.
- k. Ensuring that the committee functions effectively and efficiently and remains mindful of any applicable budgetary considerations.
- l. In appropriate circumstances, supporting committee members in identifying conflicts of interest, whether real, potential or perceived, and ensuring that the proper process is followed in accordance with any applicable by-laws or policies. For clarity, the Committee Chair will not provide this support where doing so will put the Committee Chair in a conflict of interest as well.
- m. Seeking assistance from the Registrar, CEO (or designate) and conferring with the Board Chair in matters the committee is unable to resolve.