



**Ontario College
of Pharmacists**

Putting patients first since 1871

Board of Directors

Policy Booklet

September 2021

CONTENTS

INTRODUCTION.....	3
DEFINITIONS.....	4
SECTION 1 – Board Governance Framework.....	6
Policy 1.1 Ontario College of Pharmacists Governance Model.....	6
Policy 1.2 OCP Governance Guiding Principles.....	7
Policy 1.3 Board Director Competency.....	9
Policy 1.4 Board Competencies, Skills and Experience Inventory.....	10
Policy 1.5 Screening of Board Applicants.....	11
Policy 1.6 Election of Board Chair and Vice-Chair.....	12
Policy 1.7 Screening, Selection and Appointment of Committee Appointees.....	13
Policy 1.8 Selection of Committee Chairs.....	14
SECTION 2 – ROLES AND ACCOUNTABILITIES.....	16
Policy 2.1 Role of the Board of Directors.....	16
Policy 2.2 Role of Individual Board Directors and Committee Appointees.....	18
Policy 2.3 The Role of the Board Chair.....	20
Policy 2.4 Role of the Board Vice-Chair.....	21
Policy 2.5 Role of the Committees of the College.....	22
Policy 2.6 Role of the CEO & Registrar.....	23
SECTION 3 - POLICIES AND PROCESSES SUPPORTING GOOD GOVERNANCE.....	25
Policy 3.1 Orientation of Board Directors and Committee Appointees.....	25
Policy 3.2 Board Meeting Effectiveness Assessment Policy.....	27
Policy 3.3 Evaluation of Directors and the Board.....	30
Policy 3.4 Evaluation of the Board Chair.....	35
Policy 3.5 Performance Reviews of Committees.....	37
Policy 3.6 CEO & Registrar Performance Evaluation and Compensation.....	40
Policy 3.7 Conduct of Directors and Committee Appointees and Sanctions Process.....	42
Policy 3.8 Confidentiality and Privacy.....	47
Policy 3.9 Conflicts of Interest.....	49
Policy 3.10 Annual Attestations.....	52
Policy 3.11 Supporting Positive Relationships.....	53
Policy 3.12 Board Meeting Rules of Order.....	56
Policy 3.13 Meeting Agendas and Minutes.....	60
Policy 3.14 Use of In-Camera Sessions.....	62
Policy 3.15 Board and Committee Communication.....	64

Policy 3.16	Board Chair Emeritus.....	65
SECTION 4 - THE BOARD FULFILLING ITS GOVERNANCE ROLE RESPECTING OVERSIGHT AND RISK.....		66
Policy 4.1	Strategic Planning - Development and Oversight	66
Policy 4.2	Oversight of the College’s Regulatory Performance.....	67
Policy 4.3	Board’s Role in Policy-Making	69
Policy 4.4	Board’s Oversight Role in Risk Management	72
Policy 4.5	Policies and Procedures for Overseeing Financial Risk	74
Policy 4.6	Board’s Financial ‘Check-List’	76
Policy 4.7	Budget Approval.....	78
Policy 4.8	Remuneration and Expense Approval for Elected Directors, Academic Directors and Committee Appointees (not applicable for Public Directors – See policy 4.9)	79
Policy 4.9	Procedures for Public Directors Per Diem Claims	81
Policy 4.10	Approval of Board Chair Remuneration and Expenses	82
Policy 4.11	Indemnification	83
SECTION 5 – BOARD EDUCATION, TRAINING AND DEVELOPMENT		85
Policy 5.1	Training, Education and Development for the Board and Committees	85
Policy 5.2	Training for Chairs/Vice Chair of the Board and Committees.....	87
Policy 5.3	Evaluation of Training.....	89
Objects of the College.....		90

Introduction

The Board of Director Policies and Guidelines describe the fundamental principles that guide Board governance, practice and behavior and support the By-Laws of the College.

This is a compilation of independent policies and procedures that support good regulatory board governance and that have been approved or amended by the Board of the Ontario College of Pharmacists, from time to time.

There is an abundance of literature on governance in not-for-profit organizations. Generally, and in regulatory bodies in particular, good governance is best identified through the consistent and reliable delivery of good outcomes over time.

Effective Board members demonstrate their commitment to a Duty of Care and Duty of Loyalty. Expectations regarding Duty of Care are set out in the College's Code of Ethics which are found in Schedule A of the [by-laws](#) and under Policy 2.2. Duty of Loyalty is set out under Policy 2.1.

As a member of the Board at the Ontario College of Pharmacists, you will rely on approved systems, policies and processes to assist you in your governance role for ensuring the overall effectiveness, direction and accountability of the College. However, how we behave towards one another as we fulfil our governance roles and how well we are individually and collectively able to build and maintain the relationships that will enable the effective delivery of the OCP's objectives while also inspiring the confidence and trust of the public, government and registrants, is equally important.

High expectations are placed on members of regulatory Boards today, with Boards expected to demonstrate, and report on, overall regulatory performance and effectiveness through defined and accountable evaluation processes. Across leading jurisdictions and professions outside of Canada, the recruitment and selection/appointment of all regulatory Board members is based on demonstration of approved competencies and skills, and commonly determined through defined and accountable processes.

This compilation of various documents is meant to provide you with information to help guide you towards fulfilment of the important governance role you have assumed as a Board member of the Ontario College of Pharmacists.

Definitions

In these Policies, and in all other By-Laws and resolutions of the College, unless the context otherwise requires:

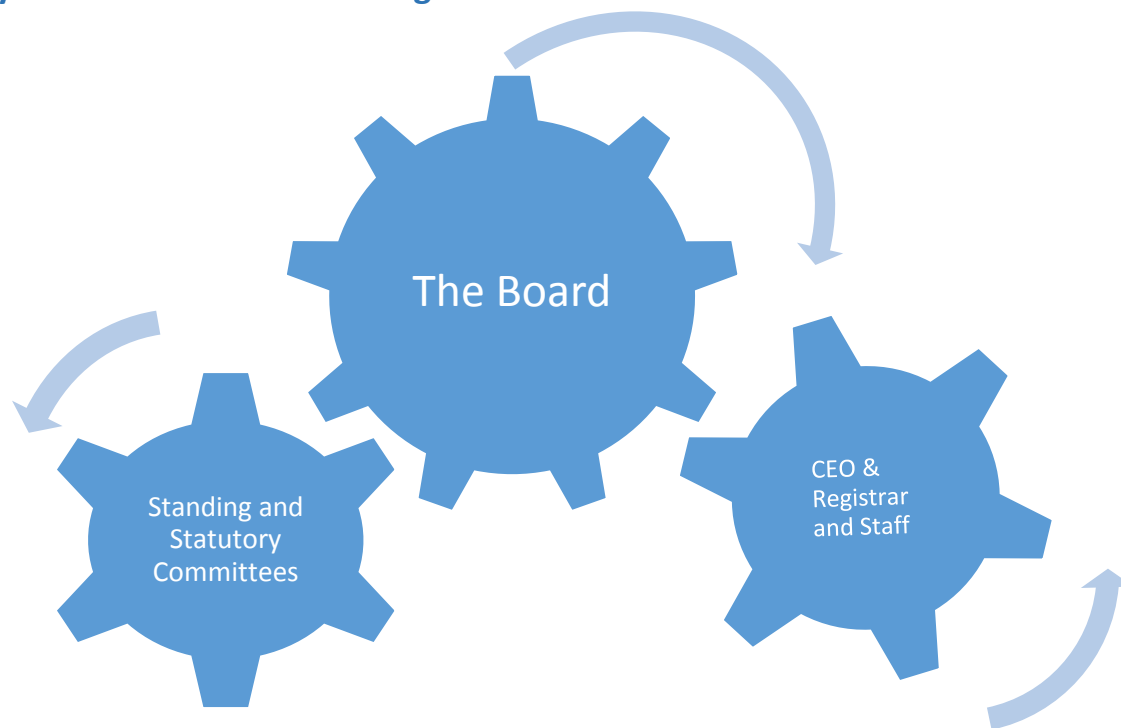
- “Act” means the *Regulated Health Professions Act, 1991, S.O. 1991, c.18*;
- “Board” means the board of directors of the College. For the purposes of the Act, the RHPA Regulations, the Code, the Pharmacy Act, the Pharmacy Act Regulations, and any other legislation or policy where the context requires, the Board means the Council of the College;
- “By-Law” or “By-Laws” means the By-Laws of the College, as the same may be amended from time to time;
- “Chair” means the chair of the Board and for the purpose of the Act, the RHPA Regulations, the Code, the Pharmacy Act, the Pharmacy Act Regulations, and any other legislation or policy where the context requires, means the President of the College, and “chair” means the chair of a Committee or the person presiding at a meeting of the Board, as the context requires;
- “Code” means the Health Professions Procedural Code, being Schedule 2 to the Act;
- “Code of Conduct” means the Code of Conduct and Procedures for Directors and Committee Members which is set out in Schedule B to this By-Law, as the same may be amended from time to time;
- “Code of Ethics” means the Code of Ethics which is set out in Schedule A to this By-Law, as the same may be amended from time to time;
- “College” means the Ontario College of Pharmacists;
- “Committee” or “Committees” means a committee or committees of the College, whether a statutory committee or a standing or special committee;
- “Director” means a person elected or appointed to be a member of the Board;
- “Director Profile” means the combination of patient populations served as set out in subparagraph 5.9.1 of the by-law, and knowledge, skills and experience as set out in subparagraph 5.9.2 of the by-law, that will be required of applicants who seek to be qualified as candidates for election to the Board, as determined by the Governance Committee;
- “Drug and Pharmacies Regulation Act” means the Drug and Pharmacies Regulation Act, R.S.O. 1990, Chap. H.4;
- “Drug and Pharmacies Regulation Act Regulations” means the regulations made under the Drug and Pharmacies Regulation Act;
- “Elected Director” means a Director elected to the Board in accordance with this By-Law;

- “Lay Committee Appointee” means an individual appointed under this By-Law to serve as a member of a Committee who is neither a Director nor a Registrant;
- “Pharmacy Act” means the Pharmacy Act, 1991, S.O. 1991, c.36;
- “Pharmacy Act Regulations” means the regulations made under the Pharmacy Act;
- “Professional Advocacy Association” means an organization whose principal mandate is to represent the interests of and advocate on behalf of pharmacies (community and hospital), pharmacists or pharmacy technicians, or a segment of them, including those registered in or practising in Canada. Examples of a Professional Advocacy Association include the Ontario Pharmacists Association, the Canadian Pharmacists Association, the Canadian Association of Pharmacy Technicians and Neighbourhood Pharmacy Association of Canada;
- “Professional Committee Appointee” means a Registrant who is not a Director, who is appointed under this By-Law to serve as a member of a Committee;
- “Public Director” means a Director appointed to the Board by the Lieutenant Governor-in-Council;
- “Registrant” means a member of the College;
- “Registrar” means the person who, from time to time, holds the title of Registrar and Chief Executive Officer of the College;
- “RHPA Regulations” means the regulations made under the Act;
- “Statutory Committees” means the Committees listed in section 10 of the Code as of the date of enactment of this By-Law, and the Accreditation Committee as required under the Pharmacy Act; and
 - Accreditation and Drug Preparation Premises
 - Discipline
 - Fitness to Practice
 - Patient Relations
 - Quality Assurance
 - Registration
 - Inquiries, Complaints and Reports
- “Vice-Chair” means the vice-chair of the Board and for the purpose of the Act, the RHPA Regulations, the Code, the Pharmacy Act, the Pharmacy Act Regulations, and any other legislation or policy where the context requires, means the Vice-President of the College.

SECTION 1 – Board Governance Framework

Policy 1.1

Ontario College of Pharmacists Governance Model



At the College, the Board is responsible for fulfilling its governance role by setting directions and overseeing performance against agreed upon goals. In this way, the Board “steers”.

The Board fulfils its governance role, ideally through a mutually beneficial relationship with the CEO & Registrar and the staff, relying on their respective expertise and experience for guidance in making good decisions aligned with the College’s public interest mandate. As such, the Board approves overall policy directions, or “steers” and the staff implements these, or “rows”.

The Board cannot and should not do the work by itself, and so relies on its committees- statutory and standing committees whose mandates are set out in statute and by-law; and policy or advisory committees that are established by the Board- to conduct work on its behalf.

The Board fulfills its oversight role with respect to performance of the CEO/Registrar and the Committees, being mindful of the respective roles of all parties. Board members do not involve themselves in the work or performance of the staff; this is the responsibility of the CEO/Registrar.

This diagram illustrates each role as a key ‘cog’ in the regulatory governance wheel moving the College forward in achieving its legislative and regulatory objectives. Each will, from time to time, move at varying speeds but must continue to move forward together to achieve optimal results.

Amendment: The Board may amend this policy.
Approval Date: December 7, 2021
Last Review: December 7, 2021
Last Revision: December 7, 2021
Next Review Date: XXXX

Purpose

The purpose of this policy is to lay out the guiding principles the College and Board will use to collectively strive for excellence in regulatory performance and to demonstrate good governance through defined and accountable evaluation processes.

Application

This policy applies to:

- **Board Directors:** Individuals who are elected to or appointed-through the Lieutenant Governor in Council-to the Board of Directors at the Ontario College of Pharmacists, and
- **Committee Appointees:** professional (registrants) and lay (non-registrant) members of College committees, working groups and task forces.

Policy

The guiding principles are:

1. Every part of the College is focused on the public interest when fulfilling its mandate.
The College's mandate is to serve and protect the public and hold Ontario's pharmacists and pharmacy technicians as well as pharmacy operators accountable to the established legislation, standards, code of ethics, policies and guidelines relevant to pharmacy practice.
2. Both the Board and the CEO & Registrar respect the statutory mandate of the College's statutory Committees under the [Regulated Health Professions Act, \(RHPA\)](#), the Pharmacy Act, the Drug and Pharmacies Regulation Act, and all other Acts in which the College is named. For example, a discipline panel is autonomous of the Board when it independently adjudicates discipline referrals.
3. Directors acknowledge that properly authorized board actions must be supported by all directors. The board speaks with one voice. Those directors who have abstained or voted against a motion must adhere to and support the decision of a majority of the directors.
4. News media contact and responses and public discussion of the College's affairs should only be made through the Board's authorized spokespersons, the CEO& Registrar or the Board Chair. Any director or committee member who is questioned by news reporters or other media representatives should refer such individuals to the CEO & Registrar or his/her delegate.
5. Individuals understand that all information that they become aware of in the course of their duties at the College is confidential information and are prohibited from communicating it in any form and by any means except as set out in subsections 36(1)(a) through 36(1)(j) of the Regulated Health Professions Act, 1991.
6. Directors and appointees are expected and required to avoid activities which may place them in conflict of interest. Conflict of interest is primarily a matter of personal responsibility and integrity. Where there is a potential conflict of interest with the business of the Board or a committee, individuals are required to inform the Chair and/or the CEO & Registrar at the earliest opportunity and, where a real or perceived

conflict exists, to take all reasonable steps to avoid the conflict. The College's Conflict of Interest Policy is included in its entirety in Policy 3.10.

Amendment: The Board may amend this policy.
Approval Date: December 7, 2020
Last Review: December 7, 2020
Last Revision: December 7, 2020
Next Review Date: XXXX

Policy 1.3 Board Director Competency

Purpose:

This Policy provides information respecting the desired competencies and experience sought in Board directors, as approved by the Board from time to time. It also provides guidance respecting: the management of the competencies used in the screening of new Board Directors for the annual election and in the development of training and education of individual Board directors, and the Board as a whole.

Application:

This policy applies to:

- **Board Directors**
- **All prospective candidates** who are registrants of the College and wish to seek an elected seat on the Board
- **The Screening, Governance and Executive Committees of the College**

Policy:

Director Experience and Desired Competencies

General Director Competencies are set out under 5.91 and 5.92 in the College [by-laws](#), as amended from time to time.

The Board will endeavour to include at its table, a mix of Directors who collectively demonstrate levels of knowledge, skills and experience in good governance, as well as serving /working with a diverse patient population across different geographical locations in Ontario.

At least once every five years, the Governance Committee will re-assess the Board Competencies to ensure they remain reflective of governance best practice and are comprehensive of the needs of the College in maintaining the diverse perspectives required.

The overall board competence will be achieved through a combination of acquisition of new directors (seeking candidates with specific skill sets in each annual election) and training and development of existing directors.

Amendment: The Board may amend this policy.
Approval Date: December 7, 2020
Last Review: December 7, 2020
Last Revision: December 7, 2020
Next Review Date: XXXX

Purpose:

The Governance Committee will use a skills and practice environment inventory to determine the gaps for recruitment and to identify opportunities for additional training and development.

Application:

This process applies to:

- **Board Directors.**
- **The Screening and Governance Committees** who will use identified skills-gaps to inform the recruitment and selection/appointment processes and training/development programs.

Process:

Annually the Governance Committee will circulate the Board Member skills matrix tool to each outgoing and returning Board Director.

The inventory of skills¹ gathered will be used to evaluate the current and future gaps in the competencies and practice experience required to round out the Board. Annually this information will be used to create the Board Director Profile for the election and will also be used in the consideration of long range plans for the Board and for training opportunities.

The Governance Committee will also use the results of the inventory to assist in building Board member and Board capacity in governance or other areas, as identified by the Board from time to time.

Amendment: The Board may amend this policy.
Approval Date: December 7, 2020
Last Review: December 7, 2020
Last Revision: December 7, 2020
Next Review Date: XXXX

¹ *The Skills Inventory is not a public document*

Policy 1.5 Screening of Board Applicants

Purpose:

This policy provides the framework for the screening process for the Registrants interested in serving on the College's Board of Directors.

Application:

This policy applies to:

- **The Screening, Governance and Executive Committees of the College and to the Staff of the College,** each of whom have a role in overseeing the process for election/appointment of Board members

Policy:

Section 94 (1) of the *Regulated Health Professions Act (RHPA)* gives the College the authority to make by-laws respecting the qualification and terms of office of Board/Council members who are elected. Accordingly, Article 5 of the College by-laws sets out the required competencies and terms of office.

Registrants interested in serving on the Board of the College must complete an application confirming their eligibility and practice experience. The application also provides the opportunity for candidates to submit self-assessments based on the desired competencies and provide further information that would speak to their suitability to help the screening committee assess the overall qualifications of the individual.

Once candidates are screened for basic eligibility, external governance consultants, engaged to eliminate any potential for bias, will conduct an initial assessment and ranking of the applicants for consideration by the screening committee.

The Screening Committee will review the report and applications taking into account the specific competencies and practice experience being sought as published in the Director Profiles created by the Governance Committee each year.

Candidates may be invited to participate in an interview - either in person, by telephone or electronic means if necessary to clarify information in their application. The interview will focus on determining if candidates meet the criteria set out in the director profile.

Following the interviews, the Screening Committee will select the candidate(s) qualified to seek election onto the Board of Directors. All candidates will be notified of the outcome of the screening process. The qualified candidates will be placed on the ballot for voting by the registrants of the College in good standing who either live or work in Ontario.

Amendment: The Board may amend this policy.
Approval Date: December 7, 2020
Last Review: December 7, 2020
Last Revision: December 7, 2020
Next Review Date: XXXX

Policy 1.6 Election of Board Chair and Vice-Chair

Purpose:

To guide the Board in a defined and consistent process for annual elections of its Chair and Vice-Chair.

Application:

This policy applies to:

- **The Board** to collectively ensure that the processes employed for annually electing its Chair and Vice-Chair are defined and accountable
- **The Governance Committee** to compile a slate of candidates for both positions based on interest and qualifications of Board Directors²

Policy:

The governance committee is mandated to conduct the board Chair and Vice-Chair selection process and to recommend to the board, for its election, nominees for incoming Chair and Vice-Chair. Any Board Director, elected or public, interested in being considered for the Chair or Vice-Chair positions will need to provide information that speaks to their suitability for the Governance Committee and Board consideration. Nominees from the floor will be required to present their qualifications for the Chair and Vice-Chair positions to the Board prior to a vote.

Board Chair and Vice-Chair Competencies:

- Have the necessary skills and experience to clearly understand the operation and workings of the College Board, and its role in governance.
- Understands and embraces the mandate and objects of the College.
- Has demonstrated leadership skills and the ability to think strategically.
- Demonstrates effectiveness and skills in Chairing and following and fulfilling expectations of meeting agendas; ensuring all voices are heard; and ensuring committee actions/decisions align with the College's public interest mandate.
- Acts with tact and diplomacy and is able to encourage broad and constructive debate amongst Directors in achieving decisions or direction on relevant matters.
- Able to commit the time needed to carry out the expected role and responsibilities of the position.
- Ability to build and maintain strong relationships between the College and stakeholders.
- Ability to establish trust in relationships with the chief executive officer and other board members.

The approved process for election of the Board Chair and Vice-Chair is described in full in the [OCP By-Law](#), Article 12.

Amendment: The Board may amend this policy.
Approval Date: December 7, 2020
Last Review: December 7, 2020
Last Revision: December 7, 2020
Next Review Date: XXXX

² It is recognized best practice in the UK, Australia and New Zealand that the Chair is selected based on demonstrated skills and experience in Chairing

Policy 1.7 Screening, Selection and Appointment of Committee Appointees

Purpose:

This policy sets out the processes to be followed for recruitment, screening, selection and appointment of members of all statutory, and standing committees, with the exception of the Executive Committee (determined by election) and the Screening Committee (appointed by the Board in March annually).

Application:

This policy applies to:

- **The Screening and Governance Committees** who oversee the recruitment, screening and selection of appropriate candidates to serve as Committee members, and prepare the slate(s) for ratification by the Board.
- **The Board** who is responsible for receiving and ratifying the proposed slate for Committee membership, as put forth by the Governance committee.

Policy:

All Statutory Committee and standing Committee appointments, with the exception of the Executive Committee and the Screening Committee, shall be made by the Board in accordance with Article 13 of the by-law at the first regular meeting of the Board after each annual election. The term for all committee appointments shall be one year and expire at the first regular meeting of the Board after the next election.

At the first regular meeting of the Board after the election, the Governance Committee will present the Board with a slate for all committees, except for the Executive Committee and the Screening Committee, pursuant to the following process:

Current committee appointees may be considered for reappointment. Additionally, the College will seek applications for individuals interested in serving on committees as appointees. Applications will be initially assessed by the Human Resources staff against the prescribed competencies and shortlisted for the Screening Committee's consideration.

The list of qualified candidates, new and returning, will be provided to the Governance Committee who will compile a proposed committee slate that ensures diversity of the perspectives, experience, ethnicity, age, gender, and geography along with continuity and refresh for every committee. If available, the outgoing Committee Chairs will be consulted on the draft slate prior to presentation to the Board.

Details respecting this policy above are set out in the [College's By-laws](#).

Amendment: The Board may amend this policy.
Approval Date: December 7, 2020
Last Review: March 22, 2021
Last Revision: March 22, 2021
Next Review Date: XXXX

Policy 1.8 Selection of Committee Chairs

Purpose:

To outline the criteria and process for the selection of Chairs for College Committees.

Application:

This policy applies to:

- **All Committees, Task Forces or Working Groups, with the exception of the Executive Committee** (whose Chair is the Board-elected Board Chair) and the Drug Preparation Premises Committee (whose Chair is the Chair of the Accreditation Committee);
- **The Governance Committee** – who will select the Committee Chairs.
- **The Board** – who will consider and approve the Committee slate including Committee Chairs.

Policy:

When developing the annual committee slate for Board consideration in accordance with policy 1.7, the Governance Committee shall select an individual, from among those that have served on the Committee previously, to serve as Chair.

Procedure:

A call for interest to serve as Committee Chair will be sent to all appointees who have indicated their desire to continue to serve on the Committee. The individuals will be required to submit an application outlining their experience to demonstrate their ability to fulfill the Chair expectations outlined below.

A Committee or Task Force/Working Group Chair:

- Has the necessary skills and experience to clearly understand the operation and workings of the committee.
- Provides direction and guidance to the Committee in keeping with Board-approved terms of reference and related legislative or regulatory responsibilities.
- Demonstrates effectiveness and skills in chairing, following and fulfilling expectations of meeting agendas; ensuring all voices are heard; and ensuring committee actions/decisions align with the College's public interest mandate.
- Works in partnership with appropriate staff resources towards:
 - Orientation and training of all new members
 - Ongoing training and development opportunities for all members
 - Development of the agenda
 - Identifying policy issues to be brought forth for Committee's consideration
 - Preparing reports and recommendations for presentation to Board
 - Developing objectives and long-range plans for consideration
 - Identifying budget and business plan implications for the Registrar
 - Considering seeking of legal advice on a matter, where necessary and appropriate

- Encourages broad and constructive debate amongst members in achieving decisions or direction on relevant matters.
- Manages circumstances where Committee or Task Force function is less than optimum, including introducing strategies to resolve conflicts which may arise. In such circumstances, consultation with the Board Chair may be of assistance.
- Acts as the principal spokesperson for the Committee or Task Force in reporting to the Board at its meetings.
- Raises matters arising in the broader environment to establish trends related to mandate with a view to inform the Board about those that may require possible action.
- Facilitates regular evaluation of Committee or Task Force members and processes to ensure high levels of performance.
- Demonstrates accountability for his/her own performance through engagement in an annual Chair evaluation.

Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
Last Review: December 7, 2020
Last Revision: June 14, 2021
Next Review Date: XXXX

SECTION 2 – ROLES AND ACCOUNTABILITIES

Policy 2.1 Role of the Board of Directors

Purpose:

To ensure that the Board has a shared understanding of its role and accountabilities in governing the College.

Application:

This policy applies to: **all members of the Board.**

Policy:

The Board is responsible for providing oversight and ensuring accountability for the overall performance of the College, its composition and powers are set out under the [Regulated Health Professions Act](#), [Pharmacy Act](#) and [College By-Law](#) respectively.

The Board individually and collectively upholds their fiduciary duty of undivided loyalty and good faith to the mandate of their corporation (in the OCP case, regulating the pharmacy sector in the public interest) to put the College's interests above all others when taking action and making decisions.

Specific Responsibilities

The Board:

- Is responsible for ensuring that the College achieves its public interest mandate and accomplishes its mission as stated in the College's [strategic plan](#).
- Actively participates in the development and approves the College's Mission, Vision, and Strategic Plan, and commits to reviewing this plan on a regular basis (not more than every five years) to confirm relevance and to receive reports on the progress respecting implementation.
- Makes directional policies to steer the path relating to the philosophy and approach on the actions of the College or on the qualifications or conduct of the registrants of the College.
- Approves the standards of practice for the profession(s), including expectations for ethical practice and behaviour.
- Appoints the CEO & Registrar.
- Monitors the performance of the CEO & Registrar, inclusive of an annual performance review.
 - *The CEO & Registrar works with and for the Board to help achieve its mandate. The Board delegates the authority and responsibility to CEO & Registrar to operationalize the Board's public interest mandate and [strategic plan](#). The CEO & Registrar is appointed by the Board, as its Chief Executive Officer, to manage operations and College staff and accordingly, the Board does not involve itself in operational matters.*
- Reviews and approves the College's financial statements, auditor's report(s), and approves the annual operating and capital budgets to ensure that the necessary resources are in place to effectively fulfil the College's mandate and to give effect to the policy and strategic directions that it approves.

- Ensures that standing committees, task forces and/or working groups are established as required; that their respective terms of reference are approved and that membership of the committees or task forces are selected or appointed in accordance with Board policies.
- Receives regular reports (minimum annually) from statutory and non-statutory committees, task forces, and appointed representatives.
- Performs an ongoing evaluation of the Board's effectiveness- as individual board members and as a board collectively, in carrying out its responsibilities and mandate.
- Establishes codes of conduct and ethical behavior for individual Board and committee members, and ensures enforcement measures are in place to address and manage breaches that may occur.

Amendment: The Board may amend this policy.
Approval Date: December 7, 2020
Last Review: December 7, 2020
Last Revision: December 7, 2020
Next Review Date: XXXX

Purpose:

To establish and articulate the role and accountabilities of Individual Board directors and Committee Appointees.

Application:

This policy applies to: **all directors of the Board, whether elected or appointed by the Lieutenant Governor in Council and all Committee Appointees**

Policy:**Role**

The role of Directors and Appointees is to make themselves available, prepare appropriately, attend and actively and respectfully participate in all meetings, hearings or other activities, such as panels of the statutory committees.

Specific Responsibilities

A Director / Appointee is expected to:

- Comply with the Code of Conduct, schedule B of the [College By-law](#).
- Demonstrate a Duty of Care which requires that board directors exercise the same care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Duty of Care requires board directors to take appropriate steps so that they can make sound, informed decisions. This duty includes:
 - Being Diligent – being prepared for meetings, reviewing materials, arriving on time and participating in discussion.
 - Being Civil – respecting the process and fellow committee members, paying attention (e.g., no mobile devices during the meetings), genuine listening and consideration and adopting an objective approach to decision making.
 - Being Ethical – using College resources appropriately, being aware of the facts (e.g., reading the materials on a particular matter).
 - Being cognizant of and declaring Conflicts of Interest (e.g. financial, adjudicative, and organizational).
- Demonstrate accountability to the public through decision making that is grounded in the public interest.
- Understand and support the respective roles and responsibilities of the Board, Committees and staff.
- Maintain constructive, collaborative and mutually respectful relations with others.
- Conduct themselves both in person and on all social media in a manner that upholds their fiduciary duty to the College, and act as an ambassador of the OCP.
- Acquire knowledge of policies and procedures, including relevant legislation, strategic directions and the Board values.
- Participate in orientation, training and education offered.
- To make decisions as a collective group and hold joint responsibility for decisions and actions taken by the Board or Committee, even in their absence.

Term of Office

The terms of office for professional members of the Board are as set out under the [College By-law](#), sections 5.5 and 5.6. Committee appointees are subject to one year terms, renewed annually at the start of each Board year. Term of office of the Public Directors appointed by the Ontario government, are prescribed in the Order in Council by the Minister of Health.

Amendment: The Board may amend this policy.

Approval Date: December 7, 2020

Last Review: December 7, 2020

Last Revision: December 7, 2020

Next Review Date: XXXX

Purpose:

To establish and articulate the role and responsibilities of the Board Chair.

Application:

This policy applies to **the Board Chair**

Policy:

Duties of the Board Chair, and Vice-Chair are set out in the [OCP By-law](#).

Role

The Chair provides leadership to the Board and Executive meetings and collaborates regularly with the CEO & Registrar to identify upcoming issues for the Executive Committee/Board's consideration; to keep abreast of any ongoing issues and to develop long range strategies for the Board.

Specific Responsibilities

The Chair:

- Chairs the Board and Executive Committee meetings.
- Works in partnership with the CEO & Registrar towards:
 - Orientation and training of all new members
 - Ongoing training and development opportunities for all members
 - Development of the meeting agendas
 - Considering seeking of legal advice on a matter, where necessary and appropriate
 - Facilitating Chair succession planning for the Board
- Manages circumstances where the Director or Board function is less than optimum, including introducing strategies to resolve conflicts which may arise.
- Facilitates regular Board evaluation and processes to ensure high levels of performance.
- In partnership with the CEO & Registrar, acts as a spokesperson for the College.
- With the CEO & Registrar, meets with various stakeholders on relevant College matters as required
- Provides a regular report of his/her activities between meetings, inclusive of stakeholder representation to the Executive Committee and to the Board at each meeting.
- Leads the CEO & Registrar's annual performance review.
- Supports a planning process for succession of a new Chair, and provides support to the incoming Chair at the end of his/her term.
- Conducts an exit interview with all departing Board members.

Term of Office

The Board Chair is elected/acclaimed at the first meeting of the Board following the election.

Amendment: The Board may amend this policy.
Approval Date: December 7, 2020
Last Review: December 7, 2020
Last Revision: December 7, 2020
Next Review Date: XXXX

Policy 2.4 Role of the Board Vice-Chair

Purpose:

To establish and articulate the role and responsibilities of the Board Vice-Chair.

Application:

This policy applies to **the Board Vice-Chair**

Policy: Specific duties of the Vice-Chair are found in [OCP By-law](#), Article 10, page 29 as noted in the policy above.

Role

The Vice-Chair is elected by the Board to serve as an officer of the College, sits on the Executive Committee and will serve as Chair of the Governance Committee.

Specific Responsibilities

The Vice-Chair:

- Assumes the responsibilities of the Chair in his/her absence.
- Provides general support to the Chair.
- Collaborates with the Chair and the CEO & Registrar to assist in identifying issues, and establishing priorities to be deliberated by the Board.
 - Collaborates with the Chair and the CEO & Registrar on Chair succession-planning for the Board
- Participates in meetings with the CEO & Registrar and the Chair related to the Registrar's performance review.

Term of Office

The Board Vice-Chair is elected/acclaimed at the first meeting of the Board following the election.

Amendment: The Board may amend this policy.
Approval Date: December 7, 2020
Last Review: December 7, 2020
Last Revision: December 7, 2020
Next Review Date: XXXX

Purpose:

To establish and articulate the role and responsibilities of the College's Committees.

Application:

This policy generally applies to:

- **Statutory Committees of the College: (Executive; Registration; Quality Assurance; Inquiries, Complaints and Reports; Discipline; Fitness to Practice and Patient Relations Committees (required under the *RHPA*); and the Accreditation Committee (required under the *Pharmacy Act*); and**
- **Standing Committees of the College: (Finance and Audit; Screening, Governance and Drug Preparation Premises Committees)**

Policy

The committees of the College, including their respective composition and duties are found in Articles 8 and 9 of the [OCP By-Law](#).

All committees shall report on its activities, at least annually, to the Board.

Role of Committees

The Board relies on committees to do the work necessary to give effect to its approved policy and strategic directions. As is the case with all regulatory Colleges in Ontario, OCP's Board delegates responsibility for such work to those committees which must be established under statute; to other committees which are not required, but are established by the Board.

Special Committees, task forces or working groups

The Board may, from time to time, appoint special Committees, task forces and working groups as it deems appropriate or necessary for the attainment of the objects of the College and the efficient conduct of its affairs. Every special Committee, task force or working group shall have specified terms of reference and a date upon which it shall dissolve. These committees, task forces or working groups generally develop policy recommendations for the Board's consideration, on specific and defined issues or directions.

Amendment: The Board may amend this policy.
Approval Date: December 7, 2020
Last Review: December 7, 2020
Last Revision: December 7, 2020
Next Review Date: XXXX

Purpose:

To establish and articulate the role and accountabilities of the CEO & Registrar of the College.

Application:

This policy applies to:

- **the CEO & Registrar**, who is the principal staff member retained by the Board to act as the College's Chief Executive Officer and execute specifically assigned legislative functions; and to
- **the Board** who, collectively, hold the CEO & Registrar accountable for his/her performance and may make revisions to this policy, from time to time

Policy:**Role and Accountability**

As CEO, the role acts as a collaborative leader in the development and implementation of the College's vision, mission, values and strategic goals. The CEO is responsible for directing and managing the day to day operations and legislative programs of the College within set financial targets. The CEO hires and maintains an effective staff team, which includes providing timely and relevant strategy, policy and program information and recommendations to the Board and its Committees.

As Registrar, the role fulfills the statutory mandate of the role and provides the leadership and guidance needed to assist the Board in meeting its governance and legislative obligations.

The CEO & Registrar works collaboratively with the Board and its Chair to lead the College in positive directions that protect the public interest and is effective in developing working relationships and partnerships. The CEO & Registrar is accountable to the Board of the College through the Board Chair.

Specific Responsibilities

The CEO & Registrar is accountable for the following:

- Overseeing the operations of the College including managing College staff and fostering a culture of excellent public service;
- Ensuring that the staff compliment has the appropriate skillset and structure to deliver the services, programs and information consistent with the legislative framework;
- Providing information, advice, support and resources to the Board and its Committees in support of the College's regulatory mandate;
- Guiding the development of strategic plans in partnership with the Board
- Developing and implementing operational plans that facilitate accomplishing strategic objectives and reporting performance against objectives to the Board regularly;
- Nurturing relationships with external stakeholders and, together with the Chair, representing the OCP to external stakeholders;
- Serving as spokesperson for the College in collaboration with the Chair.
- Coordinating regulatory initiatives with the government which includes holding regular meetings with the Ministry to deal with ongoing and emerging issues;

- Ensuring that the College upholds its regulatory mandate and complies with the RHPA, the Pharmacy Act, the Drug and Pharmacies Regulation Act and other relevant law;
- Managing the finances of the College to support delivery of its regulatory mandate and sustainability of operations
- Monitoring the financial viability of the College and providing relevant, timely and complete financial information to the Board to facilitate informed decision making;
- Scanning the regulatory environment for opportunities and threats to the mandate and viability of the College and providing relevant information respecting risks to the Board.

Amendment: The Board may amend this policy.
Approval Date: December 7, 2020
Last Review: December 7, 2020
Last Revision: December 7, 2020
Next Review Date: XXXX

SECTION 3 - POLICIES AND PROCESSES SUPPORTING GOOD GOVERNANCE

Policy 3.1 Orientation of Board Directors and Committee Appointees

Purpose:

To articulate the expectations for Board Directors and Committee Appointees regarding timely orientation to the College, Board and Committees.

Application:

This policy applies to:

- **All Board Directors**
- **All Committee Appointees**
- **The CEO & Registrar and the Board Chair** - who are responsible for coordinating and delivering orientation sessions for new Board Directors, and
- **The Committee Chairs and the respective committees' lead staff persons** - who are responsible for coordinating and delivering orientation to the new and returning appointees

Policy:

- All new Board Directors and Committees Appointees are expected to undergo orientation
- Orientation to the Board will ideally be held *before* a new Director's first Board meeting; subsequent sessions may be held after that first meeting if deemed necessary
- An orientation session for all new Committee chairs will be held, after their election/selection or appointment as Chair, ideally before he/she chair their first meeting
- An orientation for all new Committee Appointees will be held ideally at the first meeting of the year, with a focus on the specific committee and its mandate as well as general orientation to the College.
- The CEO & Registrar and the Board Chair are responsible for coordinating and delivering all Board orientation sessions
- Committee Orientation is the responsibility of the Committee Chair and the committee's lead staff resource person(s)

The following key elements will be included in the orientation for **Board Directors**:

- Introduction to the Ontario College of Pharmacists, its legislative mandate and its obligations respecting regulation of Pharmacy practice in Ontario
- Overview of the legislative and regulatory frameworks for Pharmacy professionals and pharmacies in Ontario
- Review of the College's current Strategic directions and Goals
- Review of the College's current Operations Plan
- Review of the Board Policies
- Review of the College's financial position and its capacity to implement the strategic and operational plans
- Review of the College's Risk Register
- Introduction to principles of good regulatory governance
- Code of Conduct and attestation

- Confidentiality and Privacy and attestation
- Clarification of respective roles and responsibilities
- Expected engagement in evaluating Board performance through monitoring and evaluation processes (individual, collective, and Chair performance)

The following key elements will be included in the orientation for **Committee Appointees**:

- Introduction to the College, and brief overview of its legislative mandate and obligations respecting regulation of Pharmacy practice in Ontario
- An overview of how the Board's current strategic priorities, goals, and Board philosophies (presented, if possible, by the current Board chair or Vice-Chair) relating to the work of the specific committee
- Review of the Committee Terms of Reference, and proposed work plan for the coming year
- Clarification of respective roles and responsibilities- Committee appointee, Chair, Staff
- Code of Conduct and attestation
- Confidentiality and Privacy and attestation
- Review of good governance principles, as these relate to the specific committee and its work
- Expected engagement in evaluating the Committee's performance through approved processes (meeting, individual, collective and Chair performance)
- In addition to general orientation that will be provided annually to all committees and appointees, targeted orientation or training conducted by external expert(s) may be required of all new committee appointees who are appointed to the statutory committees, including the ICRC, Discipline and Fitness to Practice committees of the College

Amendment: The Board may amend this policy.
 Approval Date: March 22, 2021
 Last Review: March 22, 2021
 Last Revision: March 22, 2021
 Next Review Date: XXXX

Purpose:

The purpose of this policy is to provide the Board with an opportunity to examine how its meetings are operating and to make suggestions for improvement. It is not an assessment of any individual Director but rather is designed primarily to provide constructive input for the improvement of the Board as a whole or as a unit.

Application:

This policy applies to:

- **All Board Directors** - who will be expected to evaluate the meeting process semi-annually or more frequently at the direction of the Board Chair. Board Directors are reminded to be conscious of their own biases with respect to diversity and inclusion, including gender identity, when assessing others in their respective roles and ensure neutrality in their assessments.
- **The Board Chair** - who is responsible for receiving, analyzing and reporting back to the Board the results of the evaluation, including identified areas for improvement.

Policy:

Evaluating the Board meetings and processes on a regular basis is an international best governance practice and aligns with this College's commitment to continuous quality improvement in regulatory governance. The process will be periodically reviewed and amended as required to reflect changes in processes and ongoing relevance.

The Board will annually evaluate the effectiveness and efficiency of the Board as a whole, the Board Chair, and Committees.

Accountability

The Board Chair (or other specific designate) has responsibility for the ongoing monitoring and enforcement of this policy. The Board Chair will report on compliance with this policy to the Board at least once per year.

Procedure

- The Board Chair (or designate) will ask each Director to complete a board meeting effectiveness questionnaire.
- The Board Chair (or designate), will summarize the input of the Directors on a confidential basis and prepare a summary for the Board.
- The Chair and CEO & Registrar will receive a copy of the summarized results and it will be circulated to the Board in the materials for the next meeting in the Chair's report. Time will be set aside at that meeting for a full and comprehensive discussion of Board and Board meeting effectiveness, and for the establishment of improvement goals for the Board in the upcoming year.

Amendment: The Board may amend this policy.

Approval Date: March 21, 2021

Last Review: March 21, 2021

Last Revision: March 21, 2021

Next Review Date: XXXX

MEETING EVALUATION FORM:

***Please note all scores and comments will be anonymized before they are shared**

Materials	Yes	No
1. Were you able to access all of the materials in sufficient time for you to prepare for the meeting?		
2. Were relevant materials provided?		
3. Were the materials sufficient to assist you in deliberations and decision-making with respect to issues arising at the meeting?		
If your answer is No, please provide explanatory comments:		

Meeting Management	Yes	No
4. In your opinion, was the Board prepared and did they actively participate in the dialogue?		
Comments:		
5. Was the Board respectful and considerate of each other and of staff in encouraging and considering diverse viewpoints?		
Comments:		
6. Was the Chair effective in allowing all views to be heard while bringing the matter to a decision?		
Comments:		
7. Were decisions that the Board made consistent with the College's mandate to put public interest first?		
Comments:		
8. In your opinion, did Board discussions stray unnecessarily into operational matters?		
Comments:		

Overall satisfaction with the meeting	Yes	No
9. Did the Board accomplish its goals at the meeting today?		
Comments:		
10. Were the Board's decisions and discussions today appropriately focused on the Board's role of strategic direction and oversight?		
Comments:		

Meeting Process Evaluation	Agree	Disagree
11. Today's meeting started on time.		
12. The agenda was clear and realistic for the allotted meeting time.		
13. I had a clear understanding of the objectives for today's meeting.		
14. Agenda topics were appropriate (i.e. aligned with the College's legislative and regulatory responsibilities)		
15. Adequate background information was provided for each agenda item.		
16. The time spent on each item was appropriate.		
17. I felt supported and valued as a member of this Board.		
18. I felt comfortable and encouraged to discuss and share my opinions openly.		
19. Disagreements were handled openly, honestly, directly and respectfully.		
20. The Chair kept discussions on track.		
21. The Chair was prepared for the meeting.		
22. My peer participants appeared to be prepared for the meeting.		
23. Follow up action item responsibilities were clear to all meeting participants before the meeting was adjourned		
24. Overall, we accomplished our objectives for this meeting.		
25. The technology used for the meeting was effective		

If you answered "Disagree" in any of statements 10-23 please explain:

Please share any other comments that you believe would be useful feedback:

Name: _____

Purpose:

The purpose of this policy is to ensure the Board engages in regular evaluation processes as part of its commitment to demonstrate accountability and a desire to improve both individual and collective performance and effectiveness.

Application:

This policy applies to:

- **All Board Directors** – who will annually assess their own performance and the collective performance of the Board. Board Directors are reminded to be conscious of their own biases with respect to diversity and inclusion, including gender identity, when assessing others in their respective roles and ensure neutrality in their assessments.
- **The Executive Committee** – which will work with the CEO & Registrar to set out a list of ideal Board skills
- **The CEO & Registrar** – who will work with the Executive Committee to set out a list of ideal Board skills
- **The Governance Committee** – which determines the process of evaluation, receives results and reports overall anonymized results, and any recommendations, back to the Board
- **The Board Chair and Board Vice-Chair** – who will meet with individual Board Directors to discuss opportunities for Board and self-improvement of governance skills

Policy:

The Board wishes to improve the quality and depth of its collective skills as well as to improve the performance of the Board as a collective whole. Feedback and data will be gathered in three separate and distinct forms on a regular basis

1. On an annual basis, an objective, self-administered skills assessment will be performed in order to allow the Board to understand its own strengths, gaps and opportunities for improvement;
2. On a regular basis (but at least semi-annually) as determined by the Board Chair, the individual directors will provide anonymized feedback on their own performance in Board meetings; and
3. On a regular basis (but at least semi-annually) as determined by the Board Chair, the individual directors will provide anonymized feedback on the collective Board's performance in Board meetings.

Board Skills Assessment:

The annual evaluation process, which requires participation of all Board Directors, consists of five distinct parts to assess:

Part One – The Executive Committee, in consultation with the CEO & Registrar of the College, sets out a list of forward-looking, ideal skill standards for the Board of Directors as a whole to meet. This is a collaborative effort involving the Board Chair, the CEO & Registrar and should be based upon the forward-looking vision and plans for the College as determined by the Board. These will become the target for skills, performance and makeup of the Board as a whole. These ideal skills are NOT meant to be the standard to which each Director will be held. The skills analysis is designed solely to illustrate strengths and gaps in the Board's overall pool of talent;

Part Two – The Executive Committee will direct the Governance Committee to update the College’s Director Skills Assessment Tool to align the tool with the current targets identified in Part One;

Part Three – The Governance Committee will oversee a Board Qualification review using the College’s Director Skills Assessment Tool;

Part Four - Board Qualifications and Performance will be reviewed by the Governance Committee, the Board Chair and the CEO & Registrar, then with the entire Board ; and

Part Five - The Board Chair and Board Vice-Chair may meet to discuss opportunities for Board development and may also elect to meet with any number of Directors to discuss opportunities for Board Director development.

Procedure

- All Board Directors will participate annually in completing the Board assessment process which is mandatory and confidential.
- The Governance Committee may determine that analytics and/or reporting should be performed by an external third party. If an external third party is required, they will establish the assessment process in accordance with best practice and in consultation with the Executive Committee and the Governance Committee.
- Each Board Director will complete their individual assessment as well as the overall, anonymized Board assessment annually.
- The Governance Committee shall produce a report that sets out aggregate findings, identified trends or concerns and the overall averaged score for the Board’s collective performance in each category.
- The Chair of the Governance Committee shall present the report to the Board Chair and then to the Board for consideration.
- The Governance Committee may consider and recommend training or development based on the feedback for the Board as a whole or for any individual Director of the Board.

Amendment: The Board may amend this policy.
Approval Date: March 21, 2021
Last Review: March 21, 2021
Last Revision: March 21, 2021
Next Review Date: XXXX

Individual Director Performance at Board Meetings – Self Assessment:

Director Performance Self Evaluation Questions

Self Assessment following the Board Meeting	Yes (check here)	No (please comment)
1. As a Director, I exercised my Duty of Care		
2. As a Director, I exercised my Duty of Loyalty		
3. As a Director, I reflected the College's mandate to serve the public interest		
4. As a Director, I understood the College's strategic plan, goals and directions		
5. As a Director, I demonstrated a good understanding of my role and responsibilities		
6. As a Director, I have avoided and declared professional and personal conflicts of interest		
7. As a Director, I understood and respected the roles of the Chair, the CEO & Registrar, the Committees and staff		
8. As a Director, I demonstrated my understanding of the role of the Board in oversight		
9. As a Director, I demonstrated an appropriate level of financial literacy		
10. As a Director, I contributed effectively to the overall performance of the Board		
11. As a Director, I communicated ideas and concepts effectively		
12. As a Director, I was able to think independently and was able to express a view contrary to the wider group's view		
13. As a Director, I listened and respected those with differing opinions		
14. As a Director, I supported all actions and decisions, once they have been made		
15. As a Director, I have contributed effectively to the overall performance of the Board		
16. As a Director, I exhibited sound, balanced judgment for the benefit of all stakeholders		

Individual Director Assessment of Overall Board Performance at Board Meetings:

Overall Board Performance Evaluation Questions

Self-Assessment following the Board Meeting	Yes (check here)	No (please comment)
1. All Directors of the Board exercised their Duty of Care		
2. All Directors of the Board exercised their Duty of Loyalty		
3. All Directors of the Board appeared to understand and reflect the College's mandate to serve the public interest		
4. Through it's discussion and decisions, the Board actively supported the College's Mission, Vision, and Strategic Plan and, in conjunction with the CEO & Registrar, reviewed the ongoing progress made towards implementation		
5. All Directors of the Board demonstrated a good understanding of their role and responsibilities		
6. All Directors of the Board understood and respected the roles of the Chair, the CEO & Registrar, the Committees and staff		
7. Through regular reporting from the Board Chair and the CEO & Registrar, the Board monitored the performance of the CEO & Registrar		
8. The Board was granted transparent access to and input into the College's financial reporting		
9. All Directors of the Board demonstrated an appropriate level of financial literacy		
10. The Board approved and or was updated on operating risks, the annual operating and capital budgets to ensure that the College has necessary resources to effectively fulfil its mandate, and to give effect to the policy and strategic directions that the Board has approved		
11. All Directors of the Board communicated ideas and concepts effectively		
12. The Board, was appraised of and given the opportunity to question the respective performance and terms of reference for committees, task forces or working groups; approved the members which had been selected or appointed, and monitored overall activities through, at minimum, annual reports from each committee		

13. All Directors of the Board appeared to think independently and were able to express a view contrary to the wider group's view		
14. All Directors of the Board listened and respected those with differing opinions		
15. All Directors of the Board appeared to support all actions and decisions, once they have been made		
16. All Directors of the Board contributed effectively to the overall performance of the Board		
17. The Board continued to support and engage in evaluation processes to fulfil Ministry expectations		

Purpose:

The purpose of this policy is to set out the process for evaluation of and feedback to the Board Chair.

Application:

This policy applies to:

- **The Board Chair** - who will annually complete a self-assessment
- **Individual Board Directors** - who will each confidentially assess the performance of the Board Chair in each of the same categories used by the Chair in their self-assessment. Board Directors are reminded to be conscious of their own biases with respect to diversity and inclusion, including gender identity, when assessing others in their respective roles and ensure neutrality in their assessments.
- **The Governance Committee Chair** - who receives summarized results and discusses these and any identified opportunities for skills development, with the Board Chair.
- **The CEO and Registrar** - who is responsible for ensuring the results are summarized and the assessments are retained

Policy:

The process of evaluation of the Board Chair by other Board Directors is structured with a focus on quality improvement, to provide feedback to those in the role to strengthen their skill set and empower them to seek support where needed. The Board Chair will complete a self-assessment and receive feedback that includes comparison between their self-assessed score and average score attributed to them by the other Board Directors in each of the corresponding categories.

Procedure:

- Every second meeting Board Directors will be asked to complete an online assessment of the Board Chair's performance and Directors will be offered the opportunity to provide optional feedback on the alternate meetings.
- The Chair of the Governance Committee will receive and review completed assessments, summarize results and meet with the Board Chair to discuss the overall results and any identified opportunities for further skills development.
- Where there is considerable concern(s) expressed respecting the Board Chair's performance, the Chair of the Governance Committee may meet with one or more individual Board Directors to discuss their concerns.

Amendment: The Board may amend this policy.
Approval Date: March 21, 2021
Last Review: March 21, 2021
Last Revision: March 21, 2021
Next Review Date: XXXX

Board Chair Evaluation

Ratings / Scoring		
4	Outstanding/Above Average	Consistently performs beyond expectations; does more than is expected of a Chair; frequently contributes more than average.
3	Fully Satisfactory	Consistently demonstrates the performance expected of a Chair; a solid performer.
2	Adequate	Demonstrates the expected competency but may be inconsistent or has minor weaknesses that could be improved with attention.
1	Could improve	Would benefit by modifying aspects of behaviours to meet the expectations.
X	N/A	Cannot assess the individual on this question; lack of exposure to, or knowledge of, demonstrated behaviours or traits. ³

Chair Assessment	Score
1. I/the Chair conduct(s) the meeting in a way that moves the business of the Board forward while ensuring the integrity and effectiveness of the Board's governance role and processes.	
2. I/the Chair allow(s) adequate time for discussion.	
3. I/the Chair ensure(s) all sides of an issue are heard.	
4. I/the Chair ensure(s) the Board has the necessary information or advice to make decisions.	
5. I/the Chair regularly draw(s) reference to the College's public interest mandate and ensures that the Board operates in accordance with its obligations to meet it	
6. I/the Chair invest(s) time in building relationships with the CEO & Registrar and the Board Directors.	
7. I/the Chair understand(s) the Chair's role as the spokesperson for the Board.	
8. I/the Chair represent(s) the Board with the CEO & Registrar, as required and help(s) to build appropriate relationships with key stakeholders.	
9. I/the Chair promote(s) a positive Board culture.	
10. I/the Chair am/is well prepared for meetings.	
11. I/the Chair am/is effective at demonstrating the core values of compassion, respect, honesty and teamwork.	
12. I/the Chair am/is committed to the mission, vision and strategic plan of the OCP	
13. I/the Chair recognize(s) the ultimate authority of the board and does not attempt to usurp that authority.	
14. I/the Chair facilitate(s) oversight of the CEO & Registrar by the Board as a whole.	
15. I/the Chair ensure(s) the integrity of Board processes.	
16. I/the Chair behave(s) consistently with the bylaws and Board policies and procedures and the Code of Conduct.	
17. I/the Chair communicate(s) effectively and clearly	
18. Overall, I/the Chair has carried out my/their role effectively and in accordance with the Board approved role description.	

³ All Directors who have been on the Board for more than two or more meetings will complete the assessment.

Policy 3.5 Performance Reviews of Committees

Purpose:

The purpose of this policy is to set out the process for semi-annual evaluation of Board Committees and the performance of Committee members.

Application:

This policy applies to:

- **All Committee Appointees (including Board Directors appointed to Committees)** - who will participate in the reviews. All committee appointees are reminded to be conscious of their own biases with respect to diversity and inclusion, including gender identity, when assessing others in their respective roles and ensure neutrality in their assessments
- **All Committee Chairs** - who will participate in and receive results of the reviews
- **Past Committee Chairs** - as per Policy 1.7, will provide the Governance Committee with advice regarding the development of the subsequent year's Committee slate for recommendation by the Governance Committee and consideration by the Board
- **The Governance Committee** - who will receive reports relating to the performance of Appointees to be considered when the annual Committee slate is populated
- **The Board** - who will receive Committee reports at least annually

Policy:

Semi-Annually or at the direction of the Board Chair:

- All Committee appointees will complete:
 - An objective and reflective assessment of the Committee Appointee's:
 - Perspectives on self-performance;
 - Perspectives on the performance of the Committee as a whole; and
 - An expression of interest in reappointment
- The Committee Chairs will complete, at the direction of the Board Chair:
 - An annual Self-Assessment of their performance as Committee Chair
 - Committee Appointee Performance Assessments, in conjunction with Committee staff support, with a view to assess competence, availability and suitability for reappointment
- The Committee Chair and the Chair of the Governance Committee will receive summarized results from the assessments.
- The Committee Chair may seek individual meetings with one or more Committee Appointees if specific concerns arise from the members' assessments.
- The Committee Chair will include anonymized information from the feedback in their annual report to the Board.

Amendment: The Board may amend this policy.

Approval Date: March 21, 2021

Last Review: March 21, 2021

Last Revision: March 21, 2021

Next Review Date: XXXX

Committee Evaluation

**to be completed by each Committee, at least semi-annually, or more frequently if so directed by the Chair*

Name:

Committee:

Date:

Question	Yes	If No or please indicate that you would identify this as an area for growth
1. As a Committee Member, I understand the College's public interest mandate and how the Committee serve fits within that mandate and the Terms of Reference for the Committee.		
2. As a Committee Member, I understand and respect the framework of legislation, regulations, bylaws and policies which guide the College's and this Committee's activities.		
3. As a Committee Member, I understand the duties expected of me regarding my role on the Committee.		
4. As a Committee Member, I feel that I am fully prepared and able to perform my duties with regards to my role on the Committee.		
5. As a Committee Member, I feel that I have a clear understanding of the objectives for the meetings I attend and that agenda topics are aligned with the Committee's Terms of Reference.		
6. As a Committee Member, I maintain committee discussions at a level consistent with my role(s) on the committee and where applicable, without confusing it with my role on the Board (if any).		
7. As a Committee Member, I feel supported and valued as a member of this Committee.		
8. As a Committee Member, I demonstrate leadership and professionalism in my interactions with staff and with other committee appointees.		
9. As a Committee Member, I felt encouraged to discuss and share my opinions openly.		
10. As a Committee Member, I feel that my fellow Committee members come prepared for the meetings.		
11. As a Committee Member, I feel that disagreements are handled openly, honestly and directly.		
12. As a Committee Member, I feel that the Committee Chair keeps the meeting on track.		

13. As a Committee Member, I feel that follow-up action item responsibilities are clear to all meeting participants.		
14. As a Committee Member, I feel that the Committee meets its objectives for its meetings.		
15. As a Committee Member, I remain interested in reappointment to this Committee.		

Additional Comments:

Purpose:

This policy sets out the responsibilities of the various parties respecting the processes related to overseeing and evaluating the CEO & Registrar's performance and compensation.

Application:

- This policy applies to the **Chair and Vice-Chair of the Board**, who are responsible for overseeing the performance and the annual performance evaluation of the CEO & Registrar, and delivering the results, and
- All **Board Directors** who will, at least annually, participate in the evaluation process. Board Directors are reminded to be conscious of their own biases with respect to diversity and inclusion, including gender identity, when assessing others in their respective roles and ensure neutrality in their assessments.
- The **Executive Committee** who, in accordance with the current by-laws, are responsible for reviewing the compensation of the CEO & Registrar.

CEO & Registrar Performance Evaluation Process:

- The CEO & Registrar will draft annual performance goals, for consideration of the Board Chair and Board Vice-Chair.
- With the input from the Board Directors the Board Chair and Board Vice-Chair meets with the CEO & Registrar throughout the year to review performance against targets, provide feedback as necessary.
- At the determination of the Board Chair, an external consultant may be contracted to coordinate and conduct the annual performance evaluation of the CEO & Registrar, at the conclusion of each Board year. The review process is determined in consultation with the Board's Chair, Vice-Chair and the CEO & Registrar, and will include a survey of all Board Directors. Any assessment tools recommended by the consultant must be validated by the Board Chair.
- The annual performance evaluation will align with the regulated mandate of the College and review will focus on:
 - Performance against established goals;
 - Assessment of leadership competencies; and
 - Interviews with key stakeholders to explore in depth, the perceptions of the CEO & Registrar's strengths and/or identified areas for development.
- The External Consultant synthesizes feedback for discussion with the Board Chair and the Board Vice-Chair, and attends an in-camera session at the year-end Board meeting, to discuss results and future professional development plans with the Board.
- The Board Chair and Board Vice-Chair meet with the Registrar & CEO to deliver and discuss the performance appraisal, and may if they so choose, work with an External Consultant and/or the CEO & Registrar to set goals for development over the upcoming Board year.

CEO & Registrar Compensation:

The role of a regulatory leader differs from that of leaders in other sectors, particularly in the added accountability to ensure that the College meets its legislative and regulatory requirements to effectively

regulate in the public interest; and that the College’s activities and processes are consistently focused on its mandate to focus on public safety and protection.

Informant interviews conducted with recognized international leaders in professional and occupational regulation, commonly cited the following as best practices respecting compensation in a regulatory body⁴:

- I. There is a formal, and transparent process for determining compensation, overseen by the Executive Committee that is delegated its authority on behalf of the Board.
- II. There is clarity provided to the Board regarding oversight of the CEO & Registrar by the Board Chair, including confirmation of regular meetings conducted to discuss progress.
- III. Compensation is fair and aligned with the respective role and responsibilities of the CEO & Registrar, and also with fair market practices that have been confirmed by external experts through a market review conducted at minimum than every 5 years. Interim adjustments will be substantiated through other information publicly available and accepted by all parties.

Amendment: The Board may amend this policy.
Approval Date: March 21, 2021
Last Review: March 21, 2021
Last Revision: March 21, 2021
Next Review Date: XXXX

⁴ Reference: from informant interviews conducted with Harry Cayton (former Chief Executive, Professional Standards Authority-PSA (UK); Marc Seale, Former Chief Executive, Health and Care Professions Council- HCPC (UK); and Ginny Hanrahan, Chief Executive-CORU (Ireland), in 2018 and 2020.

Purpose:

The purpose of this Policy is:

- To ensure a shared understanding of the expectations of Board Directors and Committee Appointees; and
- To articulate the process for remediation or, where necessary, sanctions for a breach of the [Code of Conduct](#) or the other criteria set out in the By-Laws warranting possible disqualification, censure or similar action (“Disqualifying Criteria”).

The Code of Conduct is set out in the Appendix. The Code of Conduct attempts to provide examples of conduct or an omission that is reasonably regarded by the Board as being disgraceful, dishonourable, unprofessional or unbecoming a Director or a member of a Committee as stated in the By-Laws.

Application:

This policy applies to:

- **All Board Directors and Committee Appointees** – who are expected to read, understand the provisions set out within the Board’s approved [Code of Conduct](#) and other Disqualifying Criteria and sign undertakings⁵ of acknowledgement and agreement to adhere to these provisions
- **The Governance Committee and/or Executive Committee** – who will consider the concerns and/or possible breaches of the [Code of Conduct](#) or other Disqualifying Criteria and initiate investigations
- **The Board Chair and CEO & Registrar** – who will together oversee the investigation and sanction process
- **The Board** – who will receive a report regarding the outcome of investigations and if necessary, vote on the outcomes of the investigations and proposed sanctions

In all cases where an individual is the subject of the concern or complaint the individual will not participate in the discovery/investigation and shall recuse themselves from all discussions on the matter apart from participating in the investigation or the resolution (where the individual shall be provided an opportunity to respond to the concern or complaint).

Policy:

The College’s [Code of Conduct and other Disqualifying Criteria](#) sets out the expectation that Board Directors, and Committee Appointees will put the interests of the College and the Public above their own or other interests. All Board Directors and Committee Appointees are expected to exhibit conduct that is ethical, businesslike, and lawful, in a manner that is consistent with the nature of the responsibilities of the Board and the confidence bestowed on it by the public and the registrants. The Board, each individual member of the Board, individual Committee Appointees and any or all of these groups as a whole, are accountable for their individual and overall conduct.

The processes to be followed may slightly differ, depending on whether the conduct of concern relates to a Board Director or a Committee Appointee, as set out below.

⁵ See policy 3.10

Concerns with Board Directors

When a matter or a concern arises regarding the conduct of a Board Director, or an alleged breach by a Board Director of the [Code of Conduct or other Disqualifying Criteria](#), the following process will be followed to assure fairness and to protect the reputation and liability of the College and its Board.

- All concerns related to the conduct of a Board Director should be brought to the attention of either the Board Chair, the CEO & Registrar or the Board Vice-Chair who shall bring the concern or complaint to the Governance Committee or, if the Governance Committee is unable to address the concern or complaint, the Executive Committee may appoint another Committee to fulfill the Governance Committee's duties or perform such duties itself. The individual who is the subject of the concern or complaint will be notified by the Chair of the Governance Committee or other Committee.
- All concerns must be documented, specifically the questionable conduct, in sufficient detail to enable it to be understood. The documentation should identify the element(s) of the Code or other Disqualifying Criteria that is/are of concern and include, where relevant, supporting evidence. The documentation will include a synopsis of the resolution.
- After review of all material, if it is determined that further action is required, the Governance Chair or alternative chair, in conjunction with the Board Chair or delegate will meet with the individual and either:
 - I. recommend that the individual participate in coaching and/or further training or development, or
 - II. inform the Director that the concern is significant to warrant next steps; and outline the process to be followed for investigating a concern or complaint of a serious nature including the following steps, where appropriate:
 - (a) if the Governance Committee or other Committee, after any inquiry it deems appropriate, concludes that the concern or complaint warrants formal investigation, it shall appoint an independent third party, such as a retired Judge or a senior lawyer who does not otherwise act for the College, to conduct the investigation. In addition to any other investigative steps, the independent third party shall notify the Director of his or her right to retain a lawyer and shall provide an opportunity for the Director to respond to the concern or complaint;
 - (b) as soon as feasible, the independent third party shall report the results of the investigation in writing to the Governance Committee or other Committee and to the Director. The report shall include the independent third party's findings of fact and his or her opinion as to whether grounds for taking formal governance action against the Director set out in subparagraph 5.19.2 of the By-Laws have been met and, if so, the apparent significance of the breach;
 - (c) if the Governance Committee or other Committee determines that formal governance action is warranted it shall be placed on the agenda of the next regular Board meeting unless a special meeting is called before then to address the matter. Participation in the investigation and referral process does not render the

members of the Governance Committee or other Committee ineligible to participate and vote on the matter at the Board;

- (d) before the Board decides whether to take formal governance action, the Director shall be afforded an opportunity to address the Board for a period of no less than one (1) hour. The Director shall not take part in the deliberation or vote;
- (e) the Board shall determine in accordance with subparagraph 5.19.3 of the By-Laws whether grounds for taking formal governance action against the Director set out in subparagraph 5.19.2 have been met and, if so, whether the breach warrants the imposition of a governance sanction; and
- (f) where the Board determines that grounds for taking formal governance action against the Director set out in subparagraph 5.19.2 have not been met and that formal governance action is not warranted, the Board may direct the College to reimburse the Director for all or part of the Director's legal expenses.

All decisions taken are to be recorded and kept in the individual's file.

Procedural and other Safeguards

When considering whether to impose a sanction, and which sanction to impose, the Board shall be mindful of the general principle of proportionality in determining whether the sanction should, where possible, be more remedial or punitive in nature.

Concerns with Committee Appointees

When a matter or a concern arises regarding the conduct of a non-Board of Director Committee Appointees or an alleged breach by a Committee Appointee of the [Code of Conduct or other Disqualifying Criteria](#), the following process will be followed to assure fairness and to protect the reputation and liability of the College and its Board and Committees.

- All concerns related to the conduct of a Committee Appointee should be brought to the attention of either the Committee Chair(s), the Board Chair, the Board Vice-Chair or the CEO & Registrar who shall bring the concern to the Chair of the Governance Committee. The subject of the concern or complaint is notified by the Chair of the Governance Committee. If the Committee Appointee serves on other Committees, the Governance Chair will determine if the conduct impacts other appointments and confer with the Chair accordingly.
- All concerns must be documented, specifically the questionable conduct, in sufficient detail to enable it to be understood. The documentation should identify the element(s) of the Code or other Disqualifying Criteria that is/are of concern and include, where relevant, supporting evidence. The documentation will include a synopsis of the resolution.
- After review of all material, if it is determined that further action is required, the Governance Chair, in conjunction with the Committee Chair will meet with the individual and either:
 - i. provide opportunities for coaching and/or further training or development if recommended; or
 - ii. inform the Appointee that a significant concern exists and the next steps.

- Where probable grounds for a serious breach of the Code of Conduct or other Disqualifying Criteria exist, the Board Chair and Governance Committee Chair will ask the appointee to resign.
- Should the appointee decline to resign, the Governance Committee Chair will ask the CEO & Registrar and Board Chair to bring the concern forward to the Board to determine if the appointee should be disqualified from sitting on the committee.
- Before the Board decides whether to disqualify the appointee, the individual shall be afforded an opportunity to address the Board.
- The Board's decision in accordance with paragraph 13.6 of the By-Laws will be considered final.

All decisions taken are to be recorded and kept in the individual's file.

Departure from Procedures under this Policy

In exceptional circumstances the Board and others described in this Policy may vary the procedures set out so long as the procedure remains fair.

Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
Last Review: March 22, 2021
Last Revision: June 14, 2021
Next Review Date: XXXX

Appendix

THE "CODE OF CONDUCT" FOR DIRECTORS AND COMMITTEE MEMBERS

Directors and members of Committees shall,

- (a) be familiar and comply with the provisions of the *Regulated Health Professions Act, 1991*, the *Health Professions Procedural Code*, the *Pharmacy Act*, the *Drug and Pharmacies Regulation Act* and their regulations, and the by-laws and policies of the College;
- (b) be prepared to participate in Board meetings and Committee work including reading background materials and briefing documents;
- (c) diligently take part in Committee work and actively serve on Committees as appointed by the Board;
- (d) regularly attend meetings on time and participate constructively in discussions;
- (e) offer opinions and express views on matters before the College, Board and Committee, when appropriate;
- (f) participate in all deliberations in a respectful and courteous manner, recognizing the diverse background, skills and experience of Directors and Committee members;
- (g) uphold the decisions made by a majority of the Board and Committees, regardless of the level of prior individual disagreement;
- (h) place the interests of the College, Board and Committee above other interests;
- (i) avoid and, where that is not possible, declare any appearance of or actual conflicts of interest and remove oneself from discussing or voting on any issue where there is a conflict of interest;
- (j) refrain from including or referencing Director or Committee titles or positions held at the College in any personal or business promotional materials, advertisements and business cards (although referencing one's titles or positions held at the College in one's curriculum vitae is acceptable so long as the curriculum vitae is not overtly used in a promotional manner);
- (k) preserve confidentiality of all information before the Board or Committee unless disclosure has been authorized by the Board or is otherwise exempted under the RHPA (e.g., it is already in the public domain);
- (l) refrain from attempting to influence a statutory decision unless one is a member of a panel of the Committee or, where there is no panel, of the Committee dealing with the matter;
- (m) respect the boundaries of staff whose role is not to report to or work for individual Directors or Committee members including not contacting staff members directly, except on matters where the staff member has been assigned to provide administrative support to that Committee or the Board or where otherwise appropriate; and
- (n) be respectful of others and not engage in behaviour that might reasonably be perceived as verbal, physical or sexual abuse or harassment.

Purpose:

This policy sets out the obligations of all Board and Committee Appointees to preserve the confidentiality and privacy of information that comes to them in their roles within the College.

Application:

This policy applies to:

- **All Board Directors and Committee Appointees**

Policy:

As a professional regulatory body, the College is a custodian of considerable personal and other information, some of which may come to the attention of Board Directors and Committee Appointees during the course of their association with the College, and which must, for the most part, be kept confidential. In accordance with s. 36(1) of the Regulated Health Professions Act, the statutory duty of confidentiality does not end when a Board Director or Committee Appointee's role within the College ends, but it continues.

In s. 36 (1) of the RHPA, there are a number of included exceptions listed, where information that would otherwise be considered confidential can be disclosed under prescribed circumstances. In addition, the Ontario government more recently set out new expectations that, unless there is a compelling reason to keep something private- ie. where confidentiality is required under law- the Colleges should be placing such information into the public domain.

Member privacy is important to the College, and OCP is committed to protecting and safeguarding the personal information provided by its registrants. Accordingly, the College has developed a [Privacy Policy](#),

Confidentiality:

Every person involved in the governance and administration of the College are subject to stringent duties of confidentiality. As noted, the main provision, found in subsection 36(1) of the [RHPA](#), operates on the basis that all information obtained by individuals governing or administering the College is presumptively confidential, except in prescribed circumstances. Breach of this provision can lead to prosecution, and the imposition of fines of up to \$50,000.00 (subsection 40 (2) and (3) of the [RHPA](#)). Despite this extensive duty of confidentiality, the College also has a competing obligation to be transparent about its activities and to make public certain information about its registrants and its processes.

Each year Board Directors and Committee Appointees are requested to confirm their understanding confidentiality and privacy obligations through signed acknowledgements (see policy 3.10).

Privacy

Personal information collected and handled by the College is subject to the provisions of the College's Privacy Code, which sets out the College's policies and procedures for ensuring the safeguarding of personal information, in accordance with the following ten principles: Accountability; Identifying Purposes; Consent; Limiting Collection; Limiting Use, Disclosure or Retention; Accuracy; Safeguards; Openness; Individual Access; and Challenging Compliance.

The Privacy Code is administered by the College's Director of Finance and Administration, who also serves as the College's Privacy Officer.

Breaches related to confidentiality are dealt with under the provisions of Policy 3.7, Code of Conduct for Board Directors and Committee Appointees and the corresponding sanctions processes.

Amendment: The Board may amend this policy.

Approval Date: March 21, 2021

Last Review: March 21, 2021

Last Revision: March 21, 2021

Next Review Date: XXX

Purpose:

The purpose of the this policy is to articulate the expectations on Board members and Committee appointees (“Fiduciaries”) to avoid, and where that is not possible, to disclose, and where necessary, to declare any appearance of, or actual conflicts of interest.⁶

Application:

This policy applies to:

- **All Board Directors and Committee appointees**

Policy Summary:

Whether a situation constitutes a conflict of interest depends upon all of the circumstances. The following principles provide guidance on how to avoid and address conflicts of interest.

1. *Don't benefit self, spouse or children* – Fiduciaries should not use their positions to directly or indirectly benefit themselves, their spouse or children. Preventing disadvantages to themselves, their spouse or children is a form of “benefit”. In some circumstances this expectation applies to others like close friends, colleagues and employers.

2. *Don't disclose College information* - Fiduciaries should not disclose or use any information obtained through their involvement with the College without authorization. Authorization would typically come from a College leader or entity (e.g., CEO & Registrar, Board) applying the *RHPA* criteria. However, in some circumstances the *RHPA* itself would authorize direct disclosure (e.g., a discipline panel issuing reasons for decision).

3. *Don't accept gifts* - Fiduciaries should not accept gifts from anyone who (1) interacts with (2) does business with or (3) wants to do business with the College. Fiduciaries may be able to accept gifts of nominal value (\$30.00 or less) that are given as an expression of courtesy or hospitality (e.g., refreshments at a meeting). When in doubt, the Fiduciary should report the gift to the CEO & Registrar.

4. *Be cautious before engaging in outside activity* - Fiduciaries should not engage in activities (including business, employment or volunteer) outside their College roles if doing so would influence or conflict with their role and duties for the College. For example, Fiduciaries should not have a leadership role in a professional advocacy association. Where an outside activity is unavoidable (e.g., employment in a pharmacy role for professional members), a Fiduciary should be particularly alert to disclosing the role when engaging in a College activity that might create a conflict.

5. *Don't give preferential treatment* - Fiduciaries should not give preferential treatment to anyone and take steps to avoid creating the appearance that such treatment is being given. For example, special treatment can include inappropriately providing private access to advocacy groups to discuss upcoming College decisions.

⁶ When developing this document the College considered the principles followed by the Ontario Office of the Integrity Commissioner in Ontario Regulation 381/07. The Code of Conduct for Fiduciaries of the College is also relevant here. Some provisions in the *Regulated Health Professions Act*, or [RHPA](#), also have some application to Fiduciaries of the College.

6. *Be cautious before participating in decisions* - Fiduciaries should disclose if they or someone closely connected to them could benefit from, or be disadvantaged by, a decision. Similarly caution should be exercised if the participation includes consideration of the interests of the profession or an advocacy group over the public interest. Also, if a Fiduciary has a strongly held personal belief that cannot be set aside, they should not participate. Inappropriate participation could include providing information, expressing opinions or voting.

7. *Declare financial interests* - Fiduciaries should disclose financial interests which may cause the appearance of or an actual conflict of interest.

8. *Don't seek preferential treatment* - Fiduciaries must not seek preferential treatment from the College. This duty is particularly acute where the Fiduciary is a professional member acting in their role as a regulated person (e.g., responding to a complaint).

9. *Don't switch sides* – Fiduciaries acting on behalf of the College must not assist or advise those dealing with the College (e.g., in a regulatory proceeding, negotiation, or other transaction).

10. *Apply these principles after leaving* - Former Fiduciaries have a continuing obligation to respect these principles. Some obligations, such as not disclosing or using confidential information without authorization, are permanent. Other obligations, such as participating in a leadership in a professional association or lobbying the Ontario government on College-related issues, would apply for a reasonable period of time (e.g., at least twelve months).

11. *There are additional restrictions* – The above principles are not exhaustive. Fiduciaries should be alert to unusual circumstances that create an apparent or actual conflict of interest (e.g., running for public office relevant to the activities of the College).

Procedure:

Where a Fiduciary believes there is any potential for a conflict of interest in their role, they should:

- Consult, as needed, with the appropriate person which, depending on the circumstances, could include the Board Chair and/or the Chair of the Governance Committee and/or the Chair of the committee upon which they serve and/or the CEO & Registrar and/or legal counsel⁷.
- If there remains any doubt about whether the Fiduciary may have a conflict, disclose the information to the Board or the Committee and the Board or Committee may collectively decide. Where there is uncertainty, it is usually best to treat the potential conflict of interest as a conflict of interest.
- Accept the Board's or the Committee's determination as to whether there is an appearance of a conflict.
- Where there appears to be a conflict of interest, leave the room (virtual or in person) and not take part in any discussion of, or vote on, the matter.
- Where there appears to be a conflict of interest, not attempt in any way to influence the discussion of, or vote on, the matter.

⁷ As a general principle, the proper channel of communication between Fiduciaries and College legal counsel is through the CEO & Registrar's office. This is to ensure that appropriate legal counsel is contacted and to avoid placing the College's legal counsel in a conflict of interest. Directors would typically approach the CEO & Registrar for such advice through the Chair or the Chair of the Governance Committee.

All declarations of conflicts of interest (or determination that there is no conflict of interest after discussion) should be recorded in the minutes of the meeting.

Where a Fiduciary has information suggesting that another Fiduciary has an appearance of a conflict of interest, they must disclose the concern to the appropriate person (i.e., the Board Chair and/or the Chair of the Governance Committee and/or the Chair of the committee upon which they serve and/or the CEO & Registrar and/or legal counsel).

Fiduciaries are requested to confirm their understanding of their duty to avoid and address conflicts of interest through signed acknowledgements annually. They are also requested to provide a list of the organizations with which they are affiliated each year and to update any changes to that list immediately. (see 3.10)

Best practice, according to Harry Cayton, is that 'All Boards should keep and publish a register of interests and any new interests should be declared, and recorded at the start of each meeting. The importance of identifying and reporting conflicts of interest extends to committees and disciplinary panels. Failure to declare any personal or professional or financial knowledge or relationship may result in a failure of probity or even in disciplinary proceedings a miscarriage of justice. (See for example [An Inquiry into the performance of the College of Dental Surgeons of British Columbia and the Health Professions Act, PSA 2018](#))

Amendment: The Board may amend this policy.
Approval Date: March 21, 2021
Last Review: March 21, 2021
Last Revision: March 21, 2021
Next Review Date: XXXX

Policy 3.10 Annual Attestations

Purpose:

This policy sets out the expectation that all Board Directors and Committee Appointees will annually read and sign an annual attestation, acknowledging that they have read and understood the provisions of each undertaking and confirming their individual agreement to abide by such provisions.

Application:

This policy applies to:

- **All Board Directors and Committee Appointees**
- **The Chair of Governance, Chair of the Board, Committee Chairs** - who are responsible for dealing with any alleged failures to sign or adhere to the provisions of the respective undertakings

Policy:

All Board Directors and Committee Appointees are annually required to sign undertakings, acknowledging through their signatures, that they have read, understood and agree to comply with the provisions contained within each respective undertaking. A current example of these undertakings is attached to this policy and should be reviewed for its currency annually by the Governance Committee.

Board Directors and Committee Appointees will annually be required to sign Undertakings that they have read, understood and will abide by the following policies as approved by the Board:

- The Code of Conduct for Board and Committee Appointees (as per the Bylaws)
- Confidentiality and Privacy (Policy 3.8)
- Conflicts of Interest (Policy 3.9)
- Policies relating to Roles and Accountabilities (Policy 2.2)
- Policy on Supporting Positive Relationships (Policy 3.11)

Board Directors and Committee Appointees will be provided with a statement defining their Duty of Loyalty and their Duty of Care as they relate to carrying out College business.

Sanctions

Alleged breaches of undertakings will be investigated in accordance with the same process set out under 3.7, where a sanction may be deemed by the Board to be necessary or appropriate.

Amendment: The Board may amend this policy.
Approval Date: March 22, 2021
Last Review: March 22, 2021
Last Revision: March 22, 2021
Next Review Date: XXX

Policy 3.11 Supporting Positive Relationships

Purpose:

This policy articulates expectations that all Board, Committee and Staff Members are treated with, and treat each other, with dignity and respect in a manner which fosters a productive working environment for all. This policy further addresses the need for Board Directors, Committee Appointees and Staff to exercise caution in their relationships and interactions as a means to minimize a potential for risk.

Application:

This policy applies to:

- **All Board Directors and Committee Appointees, and all members of College staff-** to whom the provisions of this policy directly relate; and to
- **The Chair of the Board and the CEO & Registrar-** who play an important role in resolving any identified matters of concern in a sensitive and expedient manner.

Policy:

The College is committed to maintaining a positive culture and a work environment where all staff members treat each other, and are treated in return, with dignity and respect. Maintaining such a culture, generally established through the leadership of the CEO & Registrar and the Board and Committee Chairs, is only possible with the collective support of individual members of the Board, Committees and Staff.

The expectation that all members of the Board, Committees and College staff will treat each other, and in return, be treated with dignity and respect at all times, is applicable to all persons, who do work on behalf of the College- whether as employed staff, hired external experts or consultants, elected or appointed Directors of the Board, or appointed members of College committees.

No circumstance should arise that creates a regulatory or organizational risk, such as where inappropriate conduct constitutes, or is perceived to constitute, an appearance of bias, a conflict of interest, personal harassment, sexual harassment, or an abuse of authority. To understand, as its happening, that an interaction is, or was unwanted by the other party, requires considerable insight and personal reflection on the part of all individuals.

In circumstances, however well-intentioned, that arise and create discomfort for a staff member, the Board or the Committee Appointee will be identified and the matter resolved through the Board Chair, Chair of the Governance Committee and/or the CEO & Registrar with sensitivity and expediency (see policy 3.7).

Maintaining Positive and Appropriate Relationships amongst Board and Committee Members

Relationships amongst Board and Committee members can have a direct impact on the collective performance and overall effectiveness of the Board, and the Committees. Boards and Committees are most productive where the members work well together, and in a manner that fosters a culture of collegiality, respect and inclusivity.

All members of the Board and all Committee appointees should feel welcomed and valued by their colleagues, and incited to engage in Board/committee discussions and activities. It requires considerable insight and

personal reflection on the part of each individual to be able to determine, as an interaction is unfolding, how a discussion is going, and whether the interaction is being received as intended.

Relationships between members of the Board and Committees are built and maintained over time, but are also impacted by the observations of others regarding an individual's demonstrated levels of commitment; preparation; engagement in discussion/debate; participation in Board or committee meetings or other activities; and their treatment of others.

It is expected that all Board Directors and Committee Appointees commit to demonstrating good and appropriate conduct and behaviour in their interactions with each other. The following behaviours or actions can negatively impact the maintenance of positive and appropriate relationships amongst members of the Board, or the Committees and should be avoided:

- making inquiries of a personal nature to a person about another person
- touching physically in any way that may make another person feel uncomfortable
- making comments of a personal nature about any other person
- discussing matters of a personal nature regarding their personal life or circumstances that go beyond boundaries of a business relationship or the limits of an established relationship
- making suggestive remarks or gestures to a fellow Board Director or Committee Appointee
- sharing offensive pictures or jokes, whether considered to be wanted or unwanted, with colleagues
- publicly challenging the integrity of a fellow Board Director or Committee Appointee
- publicly and verbally attacking a fellow Board Director or Committee appointee in regard to their expressed position or views
- engaging, publicly or privately, in name calling, ridiculing, berating, isolating
- engaging, publicly or privately, in offensive comments that demonstrate intolerance or discrimination, including but not limited to insensitivity to race, national or ethnic origin, colour, religion, age, sex, sexual orientation, gender identity or expression, creed, or disability⁸.

Maintaining Positive and Appropriate Relationships between Board and Staff Members

The greatest risk relates to a perceived abuse or imbalance of power that can exist between a Director of the Board and College staff, in respect to their ongoing roles within the organization. Accordingly, separate provisions are set out relating to Board and staff relationships, and those relating to members of the Board and the committees.

All Directors of the Board must be aware that they are perceived by staff as individuals who, by virtue of their roles, could have a significant impact on their employment or advancement at the College. As such, Board Directors must exercise caution to ensure their interactions with staff are not perceived by the staff person to be personal in nature and that these do not make the staff person feel uncomfortable or threatened in any way. Staff must similarly exercise good judgement in maintaining positive relationships with Board Directors that remain appropriate to respective roles and authority.

⁸ This diversity language comes from the Canadian Human Rights Act. <https://laws-lois.justice.gc.ca/eng/acts/h-6/page-1.html#h-256819>

Interactions between Board Directors and staff should be limited to interactions directly related to the individuals' governance or staff roles. It is appropriate for the Board Chair and Board Directors to directly contact the CEO & Registrar.

Similarly, it is appropriate for the Chair of a committee to directly contact the staff resource person who is assigned to that committee. It is generally not necessary or appropriate for individual Board or Committee Appointees to directly contact other individual staff members, unless such contact is suggested by the CEO & Registrar.

Following are some examples of interactions which do occur but where **caution should be exercised** on all parts, to decrease the risk that the interactions between Board Directors, Committee Appointees and staff may be perceived as unwelcome or inappropriate:⁹

- sending unsolicited communication to an individual's personal email or calling their personal phone
- offering to meet the staff person, or if staff, a Board Director or Committee Appointee, after business hours or outside the College, even for legitimate business reasons, without the prior knowledge and/or consent of the CEO & Registrar
- making comments of a personal nature about any staff, Board person(s) or Committee Appointees
- discussing matters of a personal nature regarding their personal life or circumstances that go beyond boundaries or normal business situations
- making inquiries of a personal nature to a person about another person
- touching physically in any way that may make a person feel uncomfortable
- giving or exchanging gifts
- entering into any financial arrangement or dealings, such as borrowing or lending money, soliciting charitable donations, or soliciting/offering free or discounted services or advice
- making requests of staff to do something that is not within the staff person's normal job responsibilities
- making requests of staff for special service or treatment

Procedure

- In the event that a concern related to this policy arises, the matter is to be brought to the immediate attention of either the Governance Chair, Board Chair, Committee Chair and/or the CEO & Registrar.
- If the matter concerns the conduct of a Board Director or a Committee Appointee, the Board Chair will manage the issue in accordance with the Board's approved policy on conduct (3.7) and/or the Workplace Harassment Policy and any related sanctions.
- If the matter concerns the conduct of a staff person, the CEO & Registrar will manage the issue in accordance with the associated policies for staff of the College.

Amendment: The Board may amend this policy.
Approval Date: March 22, 2021
Last Review: March 22, 2021
Last Revision: March 22, 2021
Next Review Date: XXXX

⁹ Adapted, with permission from *RCDSO Policy on Interaction of Councillors and Committee Appointees with Staff (approved 2011)* and the *CVO Governance Manual, 2020*

Policy 3.12 Board Meeting Rules of Order

Purpose:

Best practices require boards to spend the bulk of their meeting time planning and providing appropriate strategic oversight in alignment with their governance role.

Effective board meetings require Board Directors to know the duties and responsibilities for their position and to fulfill them to the best of their ability. Board directors are also responsible for ensuring that others are following their responsibilities and for taking responsible action when someone is not performing as they should.

Application:

This policy applies to:

- **The Board Chair and all Board Directors**
- **Any observers or invited guests in attendance at Board meetings**

Policy:

- The Board will adhere to the established rules of order where appropriate.
- The CEO & Registrar attends all Board meetings as the Board's primary resource person. Other staff will also attend, per the CEO & Registrar's discretion.
- All Board Directors will participate in meetings. Every Board Director has rights equal to every other Board Director and is encouraged to voice an opinion.
- The Board must uphold the will of the majority but shall hear the voice of the minority.
- The Board will consider only one topic or motion at a time.
- At all meetings, Board Directors and guests are expected to limit the use of cellular telephones, pagers and access to personal email to regularly scheduled breaks. Barring major emergencies, it is inappropriate for the Board meeting to be disrupted by personal matters.
- The minutes of a Board meeting are public, once they have been approved by the Board at its next meeting. The minutes of any 'in camera' session of the Board will be recorded in a confidential manner and are not public.

Procedure:

When developing the Board meeting agenda (see Policy 3.13) the Board Chair and CEO & Registrar will determine the items to be placed on the agenda. Items that require discussion or decision will come forward with a briefing note. Items that do not require discussion can come forward as part of the consent agenda.

Use of the Consent Agenda:

The Board uses a 'consent agenda' to increase efficiency and help the Board make more productive use of their meeting time. The consent agenda is part of the meeting agenda and as such, all supporting materials are also included in the Board meeting package.

The Board collectively agrees on the items that may be routinely addressed through the consent agenda, which could include:

- Minutes of previous meeting
- CEO & Registrar Reports
- Program or Committee Reports
- Staff, Volunteer, or Committee Appointments
- Correspondence requiring no action, but provided for information only
- Perfunctory items - formal approval of items that had much past discussion

The Board Chair leads the following process for approval of the Consent Agenda:

1. At the beginning of the meeting, when seeking approval of the agenda, the Board Chair asks whether any of the Consent Agenda items should be moved to the regular discussion items.
2. When the Consent Agenda is before the Board, and before asking for a motion to approve the consent agenda in its entirety, the Board Chair asks if there are any identified corrections that need to be made on any of the items and whether there are any questions for clarification respecting any of the items included - either of which may give rise to a request by a Board Director to move an item out of the consent agenda.
3. If a Director asks that an item be moved, it must be moved. Any reason is sufficient to move an item. A Director may wish to move an item to discuss it more fully, to further query the item, or to vote against it.
4. Once the item has been moved, the Chair may decide to take up the matter immediately or move it to a matter for discussion.

The Rules of Order at Board Meetings:

Are attached as Appendix.

Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
Last Review: March 22, 2021
Last Revision: June 14, 2021
Next Review Date: XXXX

Appendix

RULES OF ORDER OF THE BOARD

1. Each agenda topic shall be introduced briefly by the person or Committee representative raising it. Directors may ask questions of clarification, then the person introducing the matter shall make a motion and another Director must second the motion before it can be debated.
2. When any Director wishes to speak, he or she shall so indicate by raising his or her hand and shall address the presiding officer and confine himself or herself to the matter under discussion.
3. Staff persons and consultants with expertise in a matter may be permitted by the presiding officer to answer specific questions about the matter.
4. Observers at a the Board meeting are not allowed to speak to a matter that is under debate.
5. A Director may not speak again on the debate of a matter until every other Director who wishes to speak to it has been given an opportunity to do so. The only exception is that the person introducing the matter or a staff person may answer questions about the matter. Director shall not speak to a matter more than twice without the permission of the presiding officer.
6. No Director may speak longer than five (5) minutes upon any motion except with the permission of the Board.
7. When a motion is under debate, no other motion can be made except to amend it, to postpone it, to put the motion to a vote, to adjourn the debate or the Board meeting or to refer the motion to a Committee.
8. A motion to amend the motion then under debate shall be disposed of first. Only one motion to amend the motion under debate can be made at a time.
9. When it appears to the presiding officer that the debate on a matter has concluded, when the Board has passed a motion to vote on the motion or when the time allocated to the debate on the matter has concluded, the presiding officer shall put the motion to a vote.
10. When a matter is being voted on, no Director shall enter or leave the Board room, and no further debate is permitted.
11. No Director is entitled to vote upon any motion in which he or she has a conflict of interest, and the vote of any Director so interested shall be disallowed.
12. Any motion decided by the Board shall not be re-introduced during the same meeting except by a two-thirds vote of the Director then present and eligible to vote.
13. Whenever the presiding officer is of the opinion that a motion offered to the Board is contrary to these rules or the by-laws, he or she shall rule the motion out of order and give his or her reasons for doing so.
14. The presiding officer shall preserve order and decorum, and shall decide questions of order, subject to an appeal to the Board without debate.

15. The above rules may be relaxed by the presiding officer if it appears that greater informality is beneficial in the particular circumstances, unless the Board requires strict adherence.
16. Directors are not permitted to discuss a matter with observers while it is being debated including during any recess of the debate.
17. Directors and others present in the room shall turn off cell phones or put them on vibrate during Board meetings and, except during a break in the meeting, shall not use a cell phone, blackberry or other electronic device. Laptops and tablets may only be used during Board meetings to review materials related to the matter under debate (e.g., electronic copies of background documents) and to make personal notes of the debate.
18. Directors shall be silent while others are speaking except to bring a permissible motion.
19. In all cases not provided for in these rules or by other rules of the Board, the current edition of “Robert’s Rules of Order” shall be followed so far as they may be applicable.
20. These Rules shall apply, with necessary modifications, to meetings conducted by teleconference or any other electronic means permitted by the by-laws, including audio or video conferencing.

Policy 3.13 Meeting Agendas and Minutes

Purpose:

To set out the processes for the setting of meeting agendas and minutes of meetings.

Application:

This policy applies to **all meetings of the Board and all College Committees**

Policy:

Agendas

The agendas for all Board meetings are prepared by the Board Chair and the CEO & Registrar for dissemination to the Board of Directors no less than seven days in advance of the next scheduled board meeting.

Committees may propose items for the Board meeting agenda by submitting them to the Board Chair and the CEO & Registrar no less than ten days in advance of the next scheduled board meeting.

Individual Board Directors may propose agenda items to the Board Chair for consideration no less than ten days in advance of the next board meeting, or by submitting a notice of motion at a Board meeting for discussion at a subsequent board meeting, or by obtaining a two thirds vote of the Board to consider the motion on the same day it is submitted.

The agendas for all Committee meetings are likewise prepared by the Committee Chair in consultation with the committee's primary staff resource person. Committee Appointees may propose items for discussion at the meeting by submitting these to the committee chair who will determine whether they will be included in the next committee meeting.

The Board has developed an agenda screening process tool¹⁰ to assist the Board in determining, through answers to specific questions, items that warrant the Board's attention and those which do not. A copy of this screening process tool is included below:

Question #1: Does the proposed agenda item directly relate to College's role and functions as set out below?

- Compliance with its legislated mandate or fulfilling legislated responsibilities
- Advancing the strategic goals of the College in alignment with its legislated mandate
- Policy setting – a matter requiring review, revision or creation of new policy to enable the strategy and set the direction and operating parameters for the College
- Monitoring and overseeing the performance of the College against defined goals (as delivered by the "Operational plan" and measured by key performance indicators)
- The College's leadership role in maintaining relationships with stakeholders (the public, government, pharmacists, medical professionals, etc.)
- College governance and Board performance and development
- The Board's relationship with the Registrar (its sole employee) and their ability to manage the organization

¹⁰ Adapted from the Council of Healthcare Regulatory Excellence (CHRE), UK

If not, the item should not occupy time on the Board's agenda.

If the answer to the above is 'yes', proceed to question #2.

Question #2: Whose issue is it?

- The Board's (oversight, strategy and policy)
- The Registrar's (operational, staff-related)

If it is an issue to be addressed by the Registrar it should not appear on the Board's agenda.

If it is a Board issue, proceed to question #3.

Question #3: Has the Board already addressed this issue, either in its established policies or in recent meetings?

Yes _____ No _____

The Board may proceed to question 4, whether the answer to this question is yes, or no.

NOTE: if the answer is yes- and depending on how recently the issue has been addressed- the rules of order may require 2/3 of the Board to agree to revisit the issue.

Question #4: Is the Board satisfied that the issue is adequately addressed by what it has already said?

Yes _____ No _____

If yes, then the matter requires no further discussion by the Board.

If no, then the item should go forward as a proposed agenda item for review by the Board.

Minutes

Board and Committee meeting minutes serve as the College's official record of decisions and action items that occur in the course of a meeting. As a general approach, and in alignment with identified best governance practices, the minutes of Board and committee meetings will reflect only the essence/general themes of discussion; the various positions on a matter that was considered by the Board/committee; and a record of any motion(s) made respecting that matter, and the final results of the vote taken on the matter.

Briefing Notes

Matters come to the Board for its consideration and decision in the form of Briefing Notes which are generally prepared by staff. In alignment with best practices, the Briefing Notes provide the Board with sufficient background information, supporting evidence or other documentation and the expected public interest rationale associated with an issue; all of which serve to inform the Board's decision-making processes.

Amendment: The Board may amend this policy.
Approval Date: March 22, 2021
Last Review: March 22, 2021
Last Revision: March 22, 2021
Next Review Date: XXXX

Policy 3.14 Use of In-Camera Sessions

Purpose:

This policy sets out the Board's approved processes respecting the use of in-camera sessions.

Application:

This policy applies to: **all Board meetings**

Policy:

The Board embraces principles of transparency, where possible, in all its proceedings, and consistently aims to uphold and defer to this principle. Decisions to exclude the public from public meetings can adversely impact public trust and confidence in the Board even where the rationale or justification for such actions are clearly articulated.

Under s.7 of the *Health Professions Procedural Code* ("the Code"), the Board may exclude the public from any meeting or part of a meeting if it is satisfied that,

- (a) matters involving public security may be discussed;
- (b) financial, personal or other information that may be disclosed at the meeting is of such a nature that the desirability of avoiding public disclosure of such information in the interest of any person affected or in the public interest outweighs the desirability of adhering to the principle that meetings be open to the public;
- (c) a person involved in a criminal proceeding, civil suit or another proceeding may be prejudiced;
- (d) personnel matters or property acquisitions will be discussed;
- (e) instructions will be given to or opinions received from the solicitors for the college; or
- (f) the Board will deliberate whether to exclude the public from a meeting or whether to make an order under subsection 11.08 (ii).

College policy sets out the expectations that the Board Chair, in consultation with the CEO & Registrar, and/or legal counsel if necessary, will carefully consider whether a matter meets the above criteria and where it does, will clearly and publicly announce that the Board will be going into an 'in camera' session to discuss a matter addressed in s. 7 of the Code.

Where the need to go in-camera is anticipated in advance of the meeting, it is Board policy that in-camera sessions will be scheduled, wherever possible, either at the beginning or the end of the meeting to accommodate public guests or observers.

Procedure

- In-camera sessions are not a standing item of an agenda but are determined either as the agenda is formulated by the Board Chair and CEO & Registrar before a meeting or during a meeting when a specific matter arises. If upon receipt of the agenda and in reviewing the Board meeting package, a Board Director believes an agenda item might be best dealt with in-camera, they are expected to contact the Board Chair to discuss this opportunity prior to the Board meeting.
- An agenda item raised for consideration for an in-camera session must be accompanied with sound reasons for the proposition. The Board Chair in consultation with the CEO & Registrar, and/or legal

counsel if necessary, will determine the merits of such requests, balancing the subject matter and the public's relevant interests and rights.

- A vote to move in-camera requires a simple majority and a mover and seconder both to go in camera and come out.
- The Board of Directors and, at the discretion of the Board Chair, the CEO & Registrar and the staff they designate will remain in the board meeting. Guests or observers present will be asked to leave the meeting for the duration of the in-camera session. However, the Board may also agree that others may remain in the in-camera session for the Board's deliberations.
- The CEO & Registrar does not attend in-camera sessions, where the CEO & Registrar's performance, contract or compensation are the subject(s) of discussion, unless invited by the Chair to attend to address the Board.
- When coming out of an in-camera session the decision reached or a summary of the decision reached, is provided to the Board meeting minute taker and those present for the official record. The reason for the in-camera session will also be recorded in the official minutes. When staff are excluded the Chair may be required to appoint a minute taker and see that the minutes are retained for reference.
- Members of the public reserve the right to complain to the College regarding any real or perceived misuse of in-camera privilege. Complaints of this nature are to be sent to the Director of Corporate Services in keeping with her function as the College's Privacy Officer.

Amendment: The Board may amend this policy.
Approval Date: March 22, 2021
Last Review: March 22, 2021
Last Revision: March 21, 2021
Next Review Date: XXXX

Policy 3.15 Board and Committee Communication

Purpose:

To set out ways in which communication links between the Board and its Committees, task forces, or working groups, will be established and maintained.

Application:

This policy applies to:

- **The Board of Directors**
- **The Chairs of the Committees**

Policy:

In alignment with identified best regulatory governance practices, the College's Board of Directors has approved moving to a governance model that will eventually result in independence from the Board of Directors. It is important to ensure:

- that the Board has the information regarding the work of established committees, task force(s) or working group(s) that is needed to fulfil its monitoring and oversight role, and
- that the committees, task force(s) or working group(s) are appropriately briefed on the Board's current priorities or philosophies which will guide their work.

Accordingly, means must be in place to ensure these are imparted to at least the Chairs of the respective committees, task forces or working groups before they begin work in a new Board year. It is of the same importance that the Board is kept apprised, through regular reporting or other means, of the progress being made by respective committees, task forces or working groups, in order to fulfil its monitoring and oversight role.

The Board establishes and maintains Communication Links with committees in the following ways:

- The Board Chair, or the Vice-Chair on their behalf, will attend the first orientation session or meeting of a respective committee whose membership is independent of Committees from the Board, to share the Board's priorities for the coming year.
- The Board Chair will encourage all Directors who have not yet attended a public Discipline hearing to do so, to gain clarity and understanding regarding the role of the Discipline committee, its panels, and its processes.
- The Chair of a respective committee, whose membership is independent from the Board, will be encouraged to attend Board meeting(s) as an observer.
- At minimum, the respective Chairs will submit an annual reporting of their committee's work and activities to the Board, for information and action, if required.
- Committee Chairs and/or members can be invited, at the Board's discretion, to attend 'Board-away' events, such as education or training programs; planning; team building events; and social events to strengthen linkages and relationships.

Amendment: The Board may amend this policy.
Approval Date: March 21, 2021
Last Review: March 21, 2021
Last Revision: March 21, 2021
Next Review Date: XXXX

Purpose:

Ensuring that there is a degree of continuity and institutional memory for the Board and Executive Committee facilitates effective governance. Continuity also facilitates succession planning when unanticipated vacancies arise amongst the senior officers of the Board. In appropriate circumstances the Board should retain the immediate past-Chair of the Board in a consultant role to assist the Board and the Executive Committee to function smoothly.

Application:

This policy applies to the Board and the Executive Committee.

Policy:

- Where the Chair, Vice-Chair and Chair of the Governance Committee agree that it would be in the best interests of the Board to formally draw upon the experience of a previous Board Chair in support of their roles, they may recommend to the Board, at its sole discretion, appointment of a Board Chair Emeritus.
- The Board Chair Emeritus would ordinarily be the immediate past Chair of the Board. Where the immediate past chair of the Board is unwilling or unable to accept the position or, the Board may appoint another recent Chair or Vice-Chair of the Board as Board Chair Emeritus.
- The term of the appointment would mirror the term of the appointment of the current Board Chair.
- A person serving as Board Chair Emeritus may attend and participate in discussion at meetings of the Board and the Executive Committee.
- The Board Chair Emeritus cannot move or second motions or vote on motions.
- The Board Chair Emeritus is not a member of the Board or the Executive Committee and shall not be counted towards their quorum.
- The Chair Emeritus would be expected to uphold the same standards and duty of care as that of a Board Director, as set out in Board Policy 2.2.with amendment as necessary recognizing the Chair Emeritus is a non-voting role.

Procedure:

Where assistance is urgently required, the Board may appoint a Board Chair Emeritus without first consulting the Governance Committee.

Amendment: The Board may amend this policy.

Approval Date: June 14, 2021

Last Review: June 14, 2021

Last Revision: June 14, 2021

Next Review Date: XXX

SECTION 4 - THE BOARD FULFILLING ITS GOVERNANCE ROLE RESPECTING OVERSIGHT AND RISK

Policy 4.1 Strategic Planning - Development and Oversight

Purpose:

This policy sets out the expectations respecting the roles and responsibilities of the Board and individual Board Directors in relation to the development of the strategic plan.

Application:

This policy applies to:

- **All Board Directors** who approve the overall strategic directions for the College, and provides appropriate oversight to ensure implementation of same; and
- **The CEO & Registrar and Management** who are responsible to develop the Plan and engage the Board in its development for approval by the Board. They are also responsible for implementation of the Board's approved strategic initiatives and accountable to the Board for regular reporting on progress made to give effect to the strategic plan.

Policy:

While the objects and duties of the College are set out in Legislation, the [strategic plan](#) of the College sets out the mission, vision, values and priorities that are all used to guide the College's operations and policy directions for implementation over a defined timeline. The strategic plan is a joint collaboration of the College, Board and Management and is used by the Board to provide oversight and by Management to guide the annual operational planning activities and focus the human and financial resources.

Throughout the years, the College's Board has undertaken strategic planning sessions as a means of ensuring that the Board and Management have a shared vision for the future, and to set the direction for action, with corresponding funding, over the subsequent three to five years. The plan is used to focus activity and ensure that the College is investing its efforts and resources in the areas the Board has identified and that are jointly agreed as having highest priority.

The plan produced will capture the strategic directions agreed to by the Board during its strategic planning process and indicates the Board's commitment to the goals and the broad framework for achieving those goals. It is implemented through annual operational plans by supporting capital and operating budgets, it also serves as a basis for all decisions made by the Board.

At each regular Board meeting a performance scorecard will be presented, outlining the performance against target. Updated operating plans are used to develop the budget each year which is presented to the Board annually.

Amendment: The Board may amend this policy.

Approval Date: June 14, 2021

Last Review: June 14, 2021

Last Revision: June 14, 2021

Next Review Date: XXXX

Purpose:

To clarify expectations for regular reviews of the Board's approved processes that support effective regulatory governance, as well as a comprehensive annual self-assessment respecting the College's effectiveness in meeting its legislative obligation to serve and protect the public interest

Application:

This policy applies to:

- **All Board Directors, and the Board Chair and Vice-Chair** who lead the Board towards fulfilling its oversight role;
- **College's Screening Committee, and Governance Committee;** and
- **The Registrar & CEO and Management of the College** who provide resource and staff support to the Board and its committees, and implement Board approved processes.

Policy:

The Board fulfills its role with respect to oversight of, and accountability for, overall regulatory performance through defined processes that evaluate: collective performances of the Board and College committees; individual performances of all Board and committee members; and the performance of the Registrar & CEO.¹¹

An External Review of Board and Committee Member Selection Processes

- As per CPMF Domain 1, section 1.2, at least once every three years, the Board engages the services of an external third party to conduct an audit of the screening and selection processes relating to:
 - The determination of eligibility of individual(s) seeking an elected seat on the OCP Board;
 - Recommendations for the appointment of individual(s) to the Board, or any of the Board committees.
- The audit will include a review of the decision-making processes applied by **CEO & Registrar and Management**, and the Screening and Governance Committees, in carrying out their respective roles in recruitment, screening and selection of individuals.
- The external report will be presented to the Board for its consideration at its next scheduled meeting.
- In the spirit of transparency, the Board will publicly report that it conducts such audits; and publish the findings of the audit(s), including any identified areas for improvement going forward and the steps the Board intends to take to address these.

The College Performance Measurement Framework (CPMF)

The Ontario government, in collaboration with Ontario's health regulatory Colleges, has established the College Performance Management Framework (CPMF), effective October 2020. The common criteria against which every Health Regulatory College in Ontario's performance is to be measured, through self-assessment, are outcomes-focused. These criteria provide benchmarks against which OCP's performance can be assessed,

¹¹ See Policies 3.2-3.6, pages 33-50

as a means to judge how current legislation, policy, practice and oversight contribute to the College meeting its obligation to deliver the College's principal objective to serve and protect the public interest.

Procedure:

- Every year, the College will self-assess its performance against the common criteria as set out in the College Performance Measurement Framework (CPMF)¹² and will publicly post its completed CPMF Reporting Tool in a timely manner, as per Ministry directions.
- Following the completion of the CPMF Reporting Tool, the College must then wait for the Ministry to develop a Summary Report, highlighting key findings regarding the best practices in place across all Colleges; areas for improvement, and the various commitments that Colleges have made to improve performance in serving and protecting the public. The Ministry's Summary Report on overall performance of Ontario's Health Colleges will be publicly posted.
- Following the baseline reporting year, subsequent annual CPMF Reports will focus on the College's:
 - Report back on improvements;
 - Report on any changes in comparison to baseline reporting; and
 - Report on any changes resulting from refined standards, measures and evidence.

Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
Last Review: June 14, 2021
Last Revision: June 14, 2021
Next Review Date: XXXX

¹² [College Performance Measurement Framework](#)

Policy 4.3 Board's Role in Policy-Making

Purpose:

To articulate the Board's decision-making process and role in OCP policy-making in response to key issues or problems relevant to practice and the regulatory environment.

Application:

This policy applies to:

- **All Board Directors and OCP Committees;** and
- **The CEO & Registrar and Management** who provide corresponding resources and support.

Policy:

The OCP may become aware of significant emerging issues and problems relevant to practice and the regulatory environment from a variety of sources, including proactive scanning of the health care, practice and legislative/regulatory environments by staff, gaps identified by the Board or OCP Committees, or issues raised by other stakeholders.

The Board must ensure that its policy-making:

- Aligns with the College's mission to regulate pharmacy practice to serve the interests, health and well-being of the public;
- Aligns with the College's objects and duties as articulated in statute;
- Aligns with regulatory best practices, including right-touch, risk-based and outcome-focused regulation; and
- Takes into consideration the practice and legal environments, and the views of relevant stakeholders.

Procedure:

1. Decision-Making Framework for Determining the OCP's Policy Action

Once an issue that appears appropriate for Board consideration is identified by the CEO & Registrar, in consultation with the Board Chair as needed, OCP staff undertake the research and analysis necessary to support the Board's determination of which policy action the OCP should undertake, if any, including a discussion of the public interest rationale.

When determining whether the OCP should take policy action in response to an identified issue or problem, the Board may wish to consider the following kinds of questions.

1. What is the issue or problem being brought forward to the Board?

2. Is this issue directly and clearly related to OCP's mandate to serve and protect the public interest and the purpose of the College as articulated above?

If the answer is "YES" – continue on.

If the answer is "NO" – consider referral to another organization.

3. Does the issue warrant action by the College?

If the answer is "YES" – continue on.

If the answer is "NO" – just say NO.

4. Is there an appropriate policy solution? What kind of policy solution or action would be appropriate, in light of regulatory best practices, including right-touch, risk-based and outcome-focused regulation? The term "policy solution" or "action" here is meant in the broadest sense, to refer to all possible actions, including the following examples:

- Regulation
- Standards of Operation and Practice
- Practice Policy
- Organizational Policy (e.g., Equity, Diversity and Inclusion Policy)
- Guideline
- Guidance
- Position Statement
- Fact Sheet
- Framework

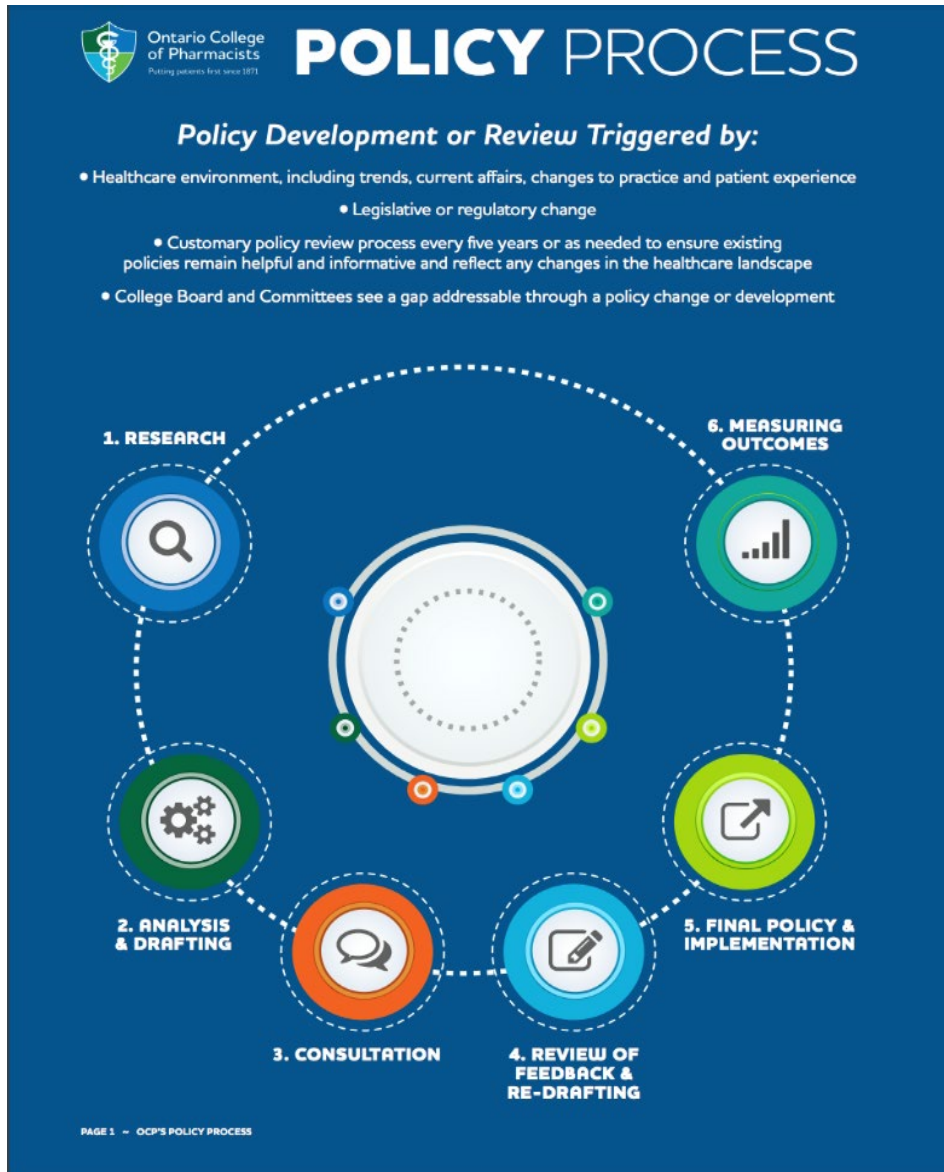
5. What other considerations should be taken into account in determining an appropriate policy solution or action?

- Is the problem about risk to patients or public? If so, what is the nature and magnitude of the risk(s)? Are the risk(s) currently being managed? Are there any factors beyond risk to patients or public that should be considered?
- Does the OCP have the statutory authority to take action?
- What should be the role of the OCP in the proposed action?
- What is the intended outcome(s) of the recommended action? What are the possible unintended consequences? How should outcomes be measured?
- Does the recommended action satisfy the principles underlying right-touch regulation?
 - Proportionate: Regulators should only intervene when necessary. Remedies should be appropriate to the risk posed, and costs identified and minimized.
 - Consistent: Rules and standards must be joined up and implemented fairly.
 - Targeted: Regulation should be focused on the problem, and minimize side effects.
 - Transparent: Regulators should be open, and keep regulations simple and user-friendly.
 - Accountable: Regulators must be able to justify decisions, and be subject to public scrutiny.
 - Agile: Regulation must look forward and be able to adapt to anticipate change.
- Will the recommended action contribute positively overall to the OCP's reputation as a credible and effective regulator?
- Does the OCP have the capacity to undertake the recommended action?
- What is the proposed implementation plan for the recommended action?

2. The Policy-Making Process

Having made the decision to proceed with a specified policy solution or action in response to an identified issue or problem, the Board will continue to have varying levels of involvement in the policy-making process. For example, depending on the action chosen, the Board may be asked to approve posting of a draft policy for consultation, and may consult directly on the policy. The extent of consultation may vary depending on the selected policy action. As well, the Board may act as the approval body for a policy.

The OCP's Policy Process is reproduced below, and is also posted on the OCP's website at <https://www.ocpinfo.com/library/other/download/policy-process-infographic.pdf>, with further explanatory information:



Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
Last Review: June 14, 2021
Last Revision: June 14, 2021
Next Review Date: XXXX

Purpose:

To articulate the responsibility of the Board to understand, support and oversee the College's management of risks to achieving their public protection mandate and strategic plan.

Application:

This policy applies to:

- **All Board Directors** who are jointly and severally responsible for oversight of the College; and
- **The CEO & Registrar and Management** who share the responsibility for identifying, analyzing and managing risk with the Board.

Policy:

A shared responsibility between the College Board, the Board's Finance and Audit Committee, the CEO & Registrar and Management is the commitment to identifying, addressing and mitigating risks that may prevent the College from achieving its public protection goals. A key governance responsibility of the Board is to understand, support and oversee the College's risk culture and ensure risk is managed appropriately.

As a regulatory body with a duty to serve and protect the public interest, the risk culture of the College is embedded within its mandate. Expectations are established through legislation, ensuring an inherent risk averse culture.

The Board follows its approved risk management process which includes the following:

- Using its strategic priorities as a filter, understand the process for identifying and prioritizing the key risks to achieving the College's mandate¹³.
- Assess the metrics and assumptions in measuring probability and impact of the key risks (how often each risk might occur and how significant the harm or impact to the College could be).
- Determining tolerance level for key risks and corresponding response (prevent, minimize, accept).
- Monitor key risks and mitigation activities through regular reporting.
- Understand emerging trends and risks or opportunities for the College.

Procedure:

- The CEO & Registrar and Management are accountable for identifying and prioritizing key risks that may impact on the achievement of the College mandate and strategic priorities for the upcoming year; and identifying processes and metrics to monitor probability and impact. The Board is engaged in the process in that:
 - The Board is responsible for assessing its tolerance level and response to key risks;
 - The Board's Finance and Audit Committee may also become aware of risks during the normal course of their interaction with the College's auditors; and
 - This will be the foundation for the development of a risk management plan and register to be monitored by the Board.

¹³ Enterprise risk – may include reputational, operational, cyber, strategic, regulatory compliance and financial risk.

- The CEO & Registrar and Management are responsible for analyzing and reporting on risks and mitigation through:
 - A risk register presented to the Board at least bi-annually such that the Board may monitor progress of mitigation activities; and
 - An operational scorecard presented to the Board quarterly such that the Board may monitor progress toward implementation of the strategic plan.

- The CEO & Registrar and Management are accountable for monitoring and reporting on emerging trends and risks or opportunities for the College on an ongoing basis. Those that require the Board’s consideration and/or directional policy will be brought forward for strategic discussion.

Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
Last Review: June 14, 2021
Last Revision: June 14, 2021
Next Review Date: XXXX

Policy 4.5 Policies and Procedures for Overseeing Financial Risk

Purpose:

To articulate that the Board is responsible for ensuring appropriate resources are available to achieve the College's mandate and strategic directions.

Application:

This policy applies to:

- **The Finance and Audit Committee;**
- **All Board Directors;** and
- **The CEO & Registrar and Management** who manage and are accountable for all aspects of the College's finances under the Board's direction and oversight.

Policy:

The Board oversees the financial management with a view to identify and mitigate risk in key areas related to financial planning, its investment policy, registrant fee structure and an auditing process that includes its annual appointment of external auditors.

The Board ensures that a financial planning process is part of the overall strategic planning process of the College, and takes into account the financial implications of any new policy, action or direction prior to approving it for implementation. The Board is also committed to engaging in transparent consultations with stakeholders who may potentially be impacted by the financial implications of a proposed policy, action or decision that is before the Board.

The Finance and Audit Committee, on behalf of the Board, and CEO & Registrar and Management:

- Makes recommendations and provides advice to the Board regarding:
 - Annual Operating and Capital Budgets
 - Investment goals, strategies and performance
 - Fee(s) determination
 - Auditor's reports and recommendations
 - Significant deviations against budget
 - An annual committee report for the board, and
 - Other financial matters that it deems relevant to put forward to the Board.

The Finance and Audit Committee establishes policies in relation to contract execution and cash reserves, and the Board establishes the policy for investment of surplus funds of the College. The Finance and Audit Committee meets with the auditors prior to and following the annual audit. They receive and review the audited financial statements and audit results and recommend them for approval by the Board. The Chair of the Finance and Audit Committee and the Board Chair sign-off on the audited financial statements following board approval. Should the Chair of the Finance and Audit Committee be a non-Board member, another member of the Finance and Audit Committee who serves on the Board shall be delegated to sign the financial statements in place of the Chair.

The CEO & Registrar and Management are accountable to the Board for providing:

- Effective financial administration
- Timely and accurate information that the Board needs in regard to the College's financial status, or that the Board requests
- Work in collaboration with the Finance and Audit Committee to ensure the successful implementation of the Board's financial policies, and
- Accountability to the Board through defined reporting mechanisms.

College staff establish policies to ensure the consistent treatment of financial transactions in accordance with sound accounting principles. These policies are shared with the Finance and Audit committee.

Procedure:

The Board fulfils its oversight role with respect to Financial Risk through:

- Approving the annual operating and capital budget
- Appointing the financial auditor and receiving the reports annually
- Ensuring adequate and appropriate insurance aligned with identified and assumed risk(s)
- Approving and refreshing the College's investment policy(s).

Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
Last Review: June 14, 2021
Last Revision: June 14, 2021
Next Review Date: XXXX

Policy 4.6

Board's Financial 'Check-List'

Purpose:

To lay out a financial checklist that the Board will be asked to complete annually.

Application:

This policy applies to:

- **The Finance and Audit Committee;**
- **All Board Directors;** and
- **The CEO & Registrar and Management** who manage and are accountable for all aspects of the College's finances under the Board's direction and oversight

Policy:

This checklist serves as a guide to the Board in assessing financial activities of the College with a view to minimizing financial risk. Each Board member fulfils their financial oversight role by reviewing financial statements and the proposed annual budget and asking appropriate questions to obtain the information and clarity needed to inform the Board's approval.

Checklist:

Indicator	Yes	No	N/A
The Board receives timely annual financial statements, which are clearly stated, and include the Balance Sheet and Statement of Revenue and Expenses			
Financial statements are prepared on a budget vs. actual and/or comparative basis to provide the Board a clearer understanding of finances			
At least annually the Board receives for its approval, a comprehensive operating budget which includes costs to give effect to its strategic plan and approved directions and programs; College operations and other expenses; as well as all sources of anticipated revenues for the coming year. ¹⁴			
The Board ensures that the College has the workforce it needs to be successful now, and in the future ¹⁵			
The Board is aware that the College has documented a set of internal controls, including the handling of cash and deposits, approval over spending and disbursements.			
The Board is aware that the College has a written policy related to investments.			
The Board approves written policies and procedures respecting reimbursement of travel and other expenses paid to all Board Directors and committee members and is satisfied these are followed.			
Accountability for the management of the College's financial resources is assured through management's regular reports to the Board			
The Board ensures that proper policies are in place with respect to establishing and maintaining sufficient funds to provide the level of reserves set out in the policy, and receives reports respecting reserve policies from time to time ¹⁶			
The Board is aware that the College has suitable insurance coverage which is periodically reviewed to ensure appropriate levels and types of coverage are in place			

^{14, 3, 5} Reference: College Performance Management Framework (CPMF), Ministry of Health, October 2020- Domain 2: Resources, Standard 4- 'The College is a responsible steward of its resources' pages 18 and 19

The Board is satisfied that OCP's accounting practices conform to accepted standards			
--	--	--	--

Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
Last Review: June 14, 2021
Last Revision: June 14, 2021
Next Review Date: XXXX

Purpose:

The purpose of this policy is to guide the Board in its annual Budget approval process.

Application:

This policy applies to:

- **The Finance and Audit Committee** who are delegated the responsibility by the Board to oversee financial activities of the College and endorse an annual budget for the Board's approval
- **The CEO & Registrar and Management** who provide key resource and support to the Finance and Audit Committee, and the Board regarding the proposed budget
- **All Board Directors** who are expected to: review budget proposals; ask appropriate questions as needed to gain information and clarity; and approve the annual budget of the College

Policy:

The Board ensures, when approving the annual budget, that the College has the financial and human resources necessary to carry out the strategic directions and regulatory programs, and to meet its legislative mandate to serve and protect the public interest.

Procedure:

- The Board shall consider approving, on the recommendation of the Finance and Audit Committee, an annual budget that represents the financial plan for operations for the coming year.
- The proposed budget shall contain detailed projections for revenues and expenditures.
- The CEO & Registrar is responsible for the development and presentation of a proposed budget for the upcoming fiscal year to the Finance and Audit Committee, for its consideration and presentation to the Board.
- In considering the proposed budget, the Board should take into consideration the following:
 - The anticipated expenditures for the coming year
 - The projected revenues and corresponding variance to expenditures
 - The anticipated costs attributed to implementing the Board's approved strategic plan, policies and programs in the coming year
 - The anticipated financial and human resources required to ensure the College's current and future sustainability.

Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
Last Review: June 14, 2021
Last Revision: June 14, 2021
Next Review Date: XXXX

Policy 4.8 Remuneration and Expense Approval for Elected Directors, Academic Directors and Committee Appointees (not applicable for Public Directors – See policy 4.9)

Purpose:

To articulate the approval process for remuneration and expense approval for Elected Directors and Committee Appointees paid by the College.

Application:

This policy applies to:

- **Elected Directors** and **Academic Directors**;
- **Professional Committee Appointees and Lay Committee Appointees** who are appointed to committees, working groups and task forces by the Board of Directors.
- **College staff** who are accountable for the processing and payment of expense claims in accordance with the approved policy(s).

Policy:

While on College business, Elected Directors and Committee Appointees, other than Public Directors, are paid for time and reimbursed for expenses, in accordance with the College's [Remuneration Policy & Summary of Allowable Expenses](#).

Procedure:

Claimants must:

- Complete the most current version of the claim form and submit electronically to the College staff responsible for the meeting.
- Submit receipts with all claims. Where the receipt is not available, a written explanation must be provided to explain why the receipt is unavailable and a description itemizing and confirming the expenses must be provided.
- Directors and Appointees are to exercise professional judgment when submitting their claims.
 - If the combined preparation and attendance time for a meeting was less than 3 hours, one half per diem claim for attendance should be submitted rather than submitting for both preparation and attendance.
 - Honoraria is only to be claimed for actual time spent on College activities. If individuals spend one hour each on three individual cases/activities, they are asked to claim one half (0.5) per diem total and list the activities in the comments section.
- Submit the claims promptly after the expense is incurred; claims must be submitted within four (4) months after the meeting/hearing to be eligible for reimbursement.
- Submit claims for expenses before leaving the position within the organization.

Approvers must:

- Provide approval only for expenses that were necessarily incurred in the performance of College business; and

- Provide approval only for claims that include all appropriate documentation and comply with the Remuneration policy and guidelines.

The College must:

- Pay all approved expenses promptly, and:
- In the event of disagreements with the interpretation of the policy, notify the claimant and any changes to the claim are recorded.

The Board must:

- Ensure that a random audit of the expense claims and payment procedures is conducted as part of the annual audit to assure accountability.
- Review the Remuneration Policy and Summary of Allowable Expenses as needed.

Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
Last Review: June 14, 2021
Last Revision: June 14, 2021
Next Review Date: XXXX

Policy 4.9 Procedures for Public Directors Per Diem Claims

Purpose:

To articulate the Colleges' responsibility in supporting the process for Public Directors to claim for remuneration from the Health Board Secretariat (HBS).

Application:

This policy applies to:

- **Public Directors** appointed to the Board of the Ontario College of Pharmacists by Ontario's Lieutenant Governor in Council.
- **Management and Staff** who ensure that the HBS receives the required documentation to support processing of claims submitted by Public Directors

Policy and Procedure:

Public Directors appointed to the Board by the Lieutenant Governor of Ontario are entitled to a per diem for time spent and reimbursement for any direct expenses related to their involvement with and on behalf of the OCP's Board and Committees. Public Directors shall follow the Remuneration Framework for Public Appointees to the Health Professions Regulatory Bodies¹⁷ (Colleges) established under the *Regulated Health Professions Act, 1991* as amended from time to time.

The Framework sets out the parameters for payment of per diem honoraria for appointees performing the business of the Board (Council) of the College.

The Public Directors will:

- Submit completed claims for per diems and expenses to the Health Board Secretariat.

College Staff roles:

- Meeting Administrators will complete and provide a register of the activities/meetings of the Public Directors for submission to the HBS to review and confirm the validity of the claims.

Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
Last Review: June 14, 2021
Last Revision: June 14, 2021
Next Review Date: XXXX

¹⁷ <https://www.ontario.ca/page/agencies-and-appointments-directive#section-7>

Policy 4.10

Approval of Board Chair Remuneration and Expenses

Purpose:

To articulate the approval process for remuneration and expenses for the Board Chair paid by the College.

Application:

This policy applies to:

- **The Board Chair** and;
- **The Board Vice-Chair** and;
- **The Chair of the Finance and Audit Committee** and;
- **College staff** who are accountable for the processing and payment of expense claims in accordance with the approved policy(s).

Policy:

While on College business, Elected Directors and Committee Appointees, other than Public Directors, are paid for time and reimbursed for expenses, in accordance with the College's [Remuneration Policy & Summary of Allowable Expenses](#). The Board Chair, or Vice Chair when acting in the Chair capacity, may claim for Chair duties aside from those associated with college meetings.

Procedure:

The Board Chair and Vice-Chair must abide by both the College's Remuneration Policy & Summary of Allowable Expenses as well as Policy 4.8 on approval of remuneration and expenses.

Additionally, the Chair and Vice-Chair can claim for time & expenses related to:

- Regular meetings with the CEO & Registrar keeping in mind the expectation that individuals use professional judgement on the accumulation of time spent prior to claiming for 0.5 per diem or three hours work.
- Attendance at stakeholder events as a representative of OCP (subject to reporting rules if relating to meetings with advocacy bodies).
- Conference registration and expenses associated with regulatory conferences, limited to North America (international events require the approval of the Board).
- Performance management oversight of CEO & Registrar.
- Training related to the role of Chair position.

Expenses noted above (aside from Board/Committee meetings) are to be approved by both the Chair of the Finance and Audit Committee and one of the Board Chair or Vice Chair, ensuring that they are not approving their own expenses.

Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
Last Review: June 14, 2021
Last Revision: June 14, 2021
Next Review Date: XXXX

Policy 4.11 Indemnification

Purpose:

This policy provides further clarification respecting indemnification and sets out the procedure to be followed when the College is made aware of a potential claim.

Application:

This policy applies to:

- **All Board Directors and Committee Appointees of the College**

This policy applies to civil legal actions for monetary damages. It does not cover regulatory legal proceedings, such as appeals and judicial review applications that are not seeking monetary damages. Aspects of this policy (e.g., immediate notification of claims) might apply for complaints made to the Human Rights Tribunal.

Policy:

There is broad indemnification protection for representatives of the College for their actions taken on behalf of the College under Section 38 of the *Regulated Health Professions Act*, or [RHPA](#).

The provision provides immunity for College representatives from having to pay monetary damages if they act in good faith. In this context, good faith means a sincere attempt to perform one's mandate even if that attempt is misguided. For example, misunderstanding the law and making an incorrect decision about the admissibility of evidence at a discipline hearing is an illustration of acting in good faith. Even if a Board or Committee member is mistaken or negligent in making a decision, they cannot be successfully sued unless they acted in bad faith.

Examples of bad faith are rare and usually involve a deliberate breach of a fiduciary duty (e.g., confidentiality or conflict of interest) or taking action for an ulterior purpose (e.g., personal benefit rather than the public interest). For example, warning a friend that the College is about to conduct an unannounced visit to the friend's pharmacy to copy records relating to allegations of billing fraud would be bad faith.

The College also carries liability insurance for all Board Directors and Committee Appointees acting in the course of their duties for the College.¹⁸ Insurance coverage is important to cover the legal costs of defending an action as the s. 38 immunity provision does not cover those expenses.

Procedure:

The following procedures apply.

¹⁸ Most, but not all, legal proceedings are commenced against the College itself and not individual Board members and Committee appointees of the College.

- Any Board member and Committee appointee who is aware of a potential claim must immediately report it to the Board Chair and the CEO & Registrar along with all relevant information and documents.
- The CEO & Registrar shall promptly notify the insurer of the claim or other reportable event.
- All Board Directors and Committee Appointees will cooperate in the defence of the claim.
- Any issues (e.g., coverage, legal representation) that arise will be dealt with by the Executive Committee in consultation with the CEO & Registrar and the insurer.
- The Executive Committee will keep the Board reasonably informed of the claim to the extent that is appropriate in all of the circumstances, particularly to the extent that the information is relevant to the Board's mandate (e.g., budgetary implications; possible reputational damage).

Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
Last Review: June 14, 2021
Last Revision: June 14, 2021
Next Review Date: XXXX

SECTION 5 – BOARD EDUCATION, TRAINING AND DEVELOPMENT

Policy 5.1 Training, Education and Development for the Board and Committees

Purpose:

To set out expectations and parameters related to ongoing training, education and development programs and opportunities for the OCP Board and Committees and the respective roles and responsibilities of the individuals relating to the training collective Board and Committees.

Application:

This policy applies to

- **All Board Directors**
- **All Committees**
- **The Governance Committee**
- **College staff that support the Board and Committees**

Policy:

The College and the Board of Directors are committed to ensuring effective governance and regulatory performance through provision of training, education and development opportunities for the Board and the Committees through initial orientation and ongoing education and training opportunities.

Procedure:

For the Board:

Best practices for Board development have been established by existing boards that have done self-evaluation to identify their collective strengths and weaknesses and used to inform plans for further training and development¹⁹. Board development is most effective where all Board Directors collectively demonstrate their commitment to learning about and effectively discharging their expected roles and responsibilities; embracing the benefits of ongoing learning and development; and evaluating collective performances of the Board to ensure overall effectiveness in governance.

On the recommendation of the Governance Committee, the Board uses its approved skills inventory to identify and assess the strengths and weaknesses of its current membership, and to inform its planning for ongoing training and development. Ongoing education and training programs for the collective Board will commonly focus on areas considered to be of benefit to all Directors and thus, to the Board collectively, including but not limited to training on Governance; Strategic Planning; Accountability; Evaluation; Regulatory Trends; etc. However, assessment using the skills inventory may identify common gaps in particular skills, for example, financial literacy, leading the Board to decide that all Directors would benefit from training to ensure they can collectively read and understand financial statements at an acceptable level, to discharge their governance role for financial oversight.

¹⁹<https://www.boardeffect.com/blog/commitment-quality-training-keys-effective-non-profit-boards/>

In addition to collective training and education initiatives, the Governance Committee may recommend that individual Board Directors participate in specific skills training to round out the Board's collective competence and/or the competence of specific committees to which Board Directors are appointed.

For Committees - Training and development targeted to specific work of a committee:

All of the College Committees work to fulfil the Board's expectations and/or the College's statutory requirements, in accordance with their approved Terms of Reference. While initial orientation training that is specific to the work of the committee(s) is provided at the start of each Board year, ongoing training and development may also be provided as needed; or as identified through the annual evaluation of the collective committee or by the Chair.

In addition to collective training and education initiatives, the Governance Committee may recommend that individual Board Directors, who are committee appointees, participate in specific skills training to round out the committee's collective competence.

Remuneration:

Elected Board Directors and LCA and PCA Committee Appointees participating in Board and Committee education and training programs will be reimbursed for their time and expenses in accordance with Policy 4.8 and 4.10. Public Board Directors may be reimbursed subject to approval by the Health Board Secretariat as per Policy 4.9.

Participants will be required to provide their individual feedback on training programs, in fulfilment of the Board's commitment to evaluation of training programs as set out in policy 5.3.

Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
Last Review: June 14, 2021
Last Revision: June 14, 2021
Next Review Date: XXXX

Purpose:

The Board is committed to supporting its Board and Committee Chairs in leading the Board and the committees towards their goals, through effective chairing. The purpose of this policy is to set out the approved processes related to induction training and ongoing support for the Chair of the Board, the Vice-Chair of the Board and the Chairs of Committees.

Application:

This policy applies to:

- **All incoming Chairs, including the Vice-Chair of the Board and the Chairs of the Committees**, whether they are returning, or are new to their chairing roles
- **Staff resources personnel that support committees**

Policy:

An initial Chair training session will be held at the start of every Board year, as soon as possible following the Board's process for election, selection or appointment of its Chair, the Vice Chair and Committee Chairs. A second 'Chairs Meeting' will be held for all Chairs, including the Board Chair and Vice-Chair, mid-way through the Board year; both sessions will be facilitated by the Registrar & CEO and the senior staff who provide resource and support to the Board and the committees.

Procedure:

Two distinct sessions, each with its own purpose and objectives, will be held annually, as set out below.

1. All incoming Chairs, including the Board Chair and Vice Chair, whether they are returning or new to their chair role, along with the staff resources assigned to Committees will participate in the induction training session for Chairs at the beginning of each Board year.
2. The induction training will help prepare and support new, incoming Chairs, in developing the skills required to lead through chairing. The induction session also provides experienced Chairs, who are returning to a chairing role, the opportunity to share their insights and experience with the new Chairs, and to refresh and enhance their own skills. Topics included in the induction Chair training will include, but not be limited to:
 - Leadership through effective chairing,
 - Respective roles and responsibilities - Chair/staff,
 - Facilitating discussion and deliberations, and
 - Identifying and managing difficulties that may arise.
3. To facilitate discussion between Committee Chairs and the Board, approximately mid-way through the Board year, the Board Chair will convene a meeting of Committee Chairs to share their experiences and challenges, and ask questions of each other. The Chairs Meeting provides opportunities for coaching and support, and to take away important learnings from the experiences of each other.
4. In alignment with the Board's commitment to evaluation as set out in 5.3 below, Chair training will be evaluated by the participating chairs to ensure value is achieved, and to inform changes to these sessions, if warranted.

Remuneration

Elected Board Directors and LCA and PCA Committee Appointees participating in Board and Committee education and training programs will be reimbursed for their time and expenses in accordance with Policy 4.8.

Public Board Directors may be reimbursed subject to approval by the Health Board Secretariat as per Policy 4.9.

Participants will be required to provide their individual feedback on training programs, in fulfilment of the Board's commitment to evaluation of training programs as set out in Policy 5.3.

Amendment: The Board may amend this policy.

Approval Date: June 14, 2021

Last Review: June 14, 2021

Last Revision: June 14, 2021

Next Review Date: XXXX

Policy 5.3 Evaluation of Training

Purpose:

The purpose of this policy is to set out the processes to be followed for evaluating the effectiveness of all approved training programs provided to, or attended by the Board, the Committees and individuals who serve on each:

- To ensure the intended learning goals and objectives of training were achieved and remain relevant and address need;
- To ensure the program addresses applicable and relevant knowledge and skills gaps;
- To enable amendment and modification of future training to ensure the program continues to add value.

Application:

This policy applies to:

- **All Board Directors**
- **All Committees and individual Committee Appointees**

Policy:

The Board ensures reasonable resources are available to fund education and training programs that will support and improve the overall performance and effectiveness of the Board, the Committees, and the individuals who serve on each; in return, the Board has a corresponding interest, and responsibility, to determine the value of the training programs it funds.

In alignment with best practices, and to assist in planning for future training and development, the Board requires all education and training programs that have been approved and delivered to be evaluated, to determine:

- Whether the learning objectives of the program were met;
- What participants felt/thought about the program overall;
- Whether participants believe they benefited, or will benefit, from the program and how;
- Whether knowledge and skills learned are expected to be put into practice, and how;
- What participants considered to be the strengths or weaknesses of the program (content, delivery by instructors); and
- Whether the education and training was such that others may benefit from the same program going forward.

Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
Last Review: June 14, 2021
Last Revision: June 14, 2021
Next Review Date: XXXX

Objects of the College

3. (1) The College has the following objects:

1. To regulate the practice of the profession and to govern the members in accordance with the health profession Act, this Code and the *Regulated Health Professions Act, 1991* and the regulations and by-laws.
2. To develop, establish and maintain standards of qualification for persons to be issued certificates of registration.
3. To develop, establish and maintain programs and standards of practice to assure the quality of the practice of the profession.
4. To develop, establish and maintain standards of knowledge and skill and programs to promote continuing evaluation, competence and improvement among the members.
 - 4.1 To develop, in collaboration and consultation with other Colleges, standards of knowledge, skill and judgment relating to the performance of controlled acts common among health professions to enhance interprofessional collaboration, while respecting the unique character of individual health professions and their members.
5. To develop, establish and maintain standards of professional ethics for the members.
6. To develop, establish and maintain programs to assist individuals to exercise their rights under this Code and the *Regulated Health Professions Act, 1991*.
7. To administer the health profession Act, this Code and the *Regulated Health Professions Act, 1991* as it relates to the profession and to perform the other duties and exercise the other powers that are imposed or conferred on the College.
8. To promote and enhance relations between the College and its members, other health profession colleges, key stakeholders, and the public.
9. To promote inter-professional collaboration with other health profession colleges.
10. To develop, establish, and maintain standards and programs to promote the ability of members to respond to changes in practice environments, advances in technology and other emerging issues.
11. Any other objects relating to human health care that the Council considers desirable.

Duty

(2) In carrying out its objects, the College has a duty to serve and protect the public interest.

Section 6 of the *Pharmacy Act* reads as follows:

Additional objects

6. In addition to the objects of the College set out in subsection 3 (1) of the Health Professions Procedural Code, the College has the following objects:

1. To regulate drugs and pharmacies under the [*Drug and Pharmacies Regulation Act*](#).
- 1.1 To exercise the powers and duties of the College under the [*Drug Interchangeability and Dispensing Fee Act*](#).
2. To develop, establish and maintain standards of qualification for persons to be issued certificates of accreditation.