

# Board of Directors Meeting Agenda

WEDNESDAY November 6, 2024  
8:30 AM – 11:30 AM

[MEETING LINK](#)

1. **Welcome and Land Acknowledgement**

2. **Declaration of Conflict of Interest**

Board members will be asked to identify any items on the agenda with which they have or may appear to have a conflict of interest.

3. **Governance Review Committee – Terms of Reference – For Decision**

Governance Committee Chair, Siva Sivapalan will ask the Board to consider approving the Draft Terms of Reference for the Governance Review Committee.

4. **In Camera**

Pursuant to Health Professions Procedural Code 7(2)(d) the Board will go *in camera*.

## ADJOURNMENT



Accountability



Fairness



Collaboration



Judiciousness



Integrity



Transparency

FOR DECISION

**From:** Siva Sivapalan, Governance Committee Chair

**Topic:** Special Committee (Governance Review Committee) Terms of Reference

**Issue/Description:** The Governance Review Committee does not have Terms of Reference. The Governance Committee is responsible for putting forward recommendations for the Board to approve Terms of Reference for standing committees.

**Public interest rationale:** The Terms of Reference outline the Committee's objectives and scope, clarify its responsibilities, establish quorum and membership while also distinguishing between operational and governance activities. This enhances the focus of the Committee and enables both members and the public to easily understand how the Committee contributes to the College serving the public interest.

**Strategic alignment, regulatory processes, and actions:** Effective governance is an essential building block for all OCP regulatory initiatives, as well as the Board's fiduciary and legislated duty.

**Background:**

Pursuant to OCP Board by-law 8.4, every Special Committee, task force or working group shall have specified terms of reference and a date upon which it shall dissolve.

On September 15<sup>th</sup>, the Board decided to engage a third-party vendor to conduct a Governance Review. To facilitate this process, a Special Committee with a 12-month mandate was established. Specifically, the Board passed the following motion:

*THAT the Board approves a Special Committee to make recommendations to the board regarding the governance review project including carrying out the RFP process and communicating and directing any third party to carry out the wishes of the board. The committee will have a 12-month mandate ending at the first meeting of the next board year.*

During the slate selection process, the former Governance Committee presented the Board with a slate which included a composition for the Special Committee consisting of:

Sara Ingram (Chair), Shari Wilson and Adrienne Katz

These motions carried.

**Analysis:**

The special Governance Review Committee was initially established through a motion of the Board. At the time, its composition was determined alongside several other committees without any defined terms of reference. Now that the Governance Committee has drafted appropriate Terms of Reference for the Governance Review Committee, it is important to reassess the leadership, membership and expertise required to ensure the committee functions effectively and efficiently.

The Governance Committee's deliberations produced the following themes:

- The knowledge, skills and abilities of the special committee would be significantly enhanced with the addition of Christine Henderson, Stephen Molnar and Chris Aljawhiri.
- The governance committee's existing terms of reference includes the work that will be undertaken by this special committee. A reporting mechanism that respects the existing terms of reference and avoids duplication of work is essential to effectively make use of the college's resources.
- The Governance Committee is responsible for the overall governance and development of a director's skills and abilities. The Governance Committee believes collaboration, and an increased diversity of perspectives, achieved through the addition of two members currently on the Governance Committee, is necessary given the mandate of the Governance Review Committee. Chris Aljawhiri is one of the most experienced and longest serving professional committee appointees at the Ontario College of Pharmacists.
- Additionally, having the Governance Review Committee report to the Governance Committee adds a layer of oversight over the Governance Review Committee, and thus increases its accountability to the Board, and responsibility for completing its mandate within the allocated timeframe.
- These draft terms of reference being proposed by the Governance Committee have been drafted with the expertise of the Governance Committee members, and with the assistance of the Governance Committee's Independent Legal Counsel.

**Motion:**

**THAT** the Board approves Terms of Reference of the special Governance Review Committee, as recommended by The Governance Committee. These terms of reference include the final composition of the committee to be Sara Ingram (Chair), Christine Henderson (Co-chair), Adrienne Katz, Shari Wilson, Stephen Molnar and Chris Aljawhiri.

**Attachments:**

- 3.1 Governance Review Committee – Draft Terms of Reference
- 3.2 New Governance Review Committee Member Statements

## **Terms of Reference for the special Governance Review Committee**

### **1. Purpose**

The Governance Review Committee's purpose is to work directly with an expert consultant to draft a report which will be presented to the Board of Directors.

The report shall consider the relationship between the College's Board of Directors and the College's Registrar and CEO from a legislative and best practices perspective.

The report shall include recommendations that will inform and enhance the Board in its duty to manage and administer the College's affairs\*, including its duty to provide the College with its overall policy and strategic direction, and College's duty to regulate the profession of pharmacy and carry out its statutory objects in the public interest.

**\* see: s. 4 of the *Health Professions Procedural Code*:** "The College shall have a Council that shall be its board of directors and that shall manage and administer its affairs".

### **2. Tasks:**

The Governance Review Committee is tasked with:

- Carrying out the purpose described in 1, above.
- Developing an RFP process for the purpose of selecting an expert consultant, which RFP process shall be presented to the Governance Committee for its approval.
- Once the RFP process is approved, the Governance Review Committee will review the qualifications of and select an expert consultant who must be approved by the Governance Committee, and then recommended by that Committee to the Board (or the Executive Committee, at the Board's discretion), for final approval.
- Providing a detailed work plan to the Governance Committee on or before the date of the December 2024 Board meeting.
- The Governance Review Committee must not alter the Terms of Reference or its work plan without the express approval of the Governance Committee and a majority vote by the Board of Directors.
- The Governance Review Committee reports directly to the Governance Committee only. Once the recommendations of the Governance Review Committee have been formed, the Governance Committee will arrange for the Governance Review Committee to report to the Board.

### **3. Reporting Structure**

The Governance Review Committee must provide periodic (monthly) progress reports to the Governance Committee.

### **4. Membership**

Subject to final Board approval, The Governance Review Committee shall consist of six members:

- A Chair, Sara Ingram and two members, Adrienne Katz and Shari Wilson who were appointed by the Board of Directors at its September 2024 meeting, and
- A Co-Chair, Christine Henderson and two additional members, Chris Aljawhiri, and Stephen Molnar, who were approved for membership by the Governance Committee, and who are recommended to the Board for its approval.

## **5. Term of Office**

The Governance Review Committee's term of office extends until September 22, 2025, when its work should be completed, including the delivery of its report and recommendations. Extensions to the timeline may be considered by the Governance Committee, if necessary, but the Governance Review Committee is intended to dissolve on or before than September 22, 2025.

## **6. Meetings**

- The Governance Review Committee shall meet monthly, at a minimum, with additional meetings to be scheduled and attended as needed to fulfill its mandate within the timeline specified in 5. above.
- A quorum will consist of a simple majority of the members.
- Minutes of meetings will be kept and submitted to both the Governance Review Committee and the Governance Committee, along with monthly progress reports.
- Meetings with the expert consultant shall only involve the entire Review Committee; the expert consultant shall not meet with individual members or just the Chair or Co-Chair; all electronic communication involving the expert must copy the entire Governance Review Committee.
- It may be that, from time to time, a Review Committee member may be unavailable for a meeting. Be that as it may, if there is quorum, the Governance Review Committee shall meet with the expert.

## **7. Adherence to Policies**

All members of the Governance Review Committee must adhere to the policies outlined in the OCP Board Handbook, the OCP By-laws, and any other relevant College governance policies. Any breach of conduct will be addressed according to the established sanctions process.

## **8. Alignment with Public Interest and Governance Standards**

The work of the Governance Review Committee will be guided by the principles of serving and protecting the public interest as set out in the RHPA and the College Performance Measurement Framework (CPMF). The Committee's shall carry out its purpose and undertake its tasks with full transparency and without any bias.

## **9. Rationale for Timeline for Delivery of the Report be on or before September 22nd, 2025**

The timeline ensures that the Board that created the Governance Review Committee will receive the report, which should reduce issues that can arise when a new Board/new Governance Committee is constituted after the annual September meeting in 2025.

**Special Committee Motion:**

Article 8.4 in the College's Bylaws addresses the Appointment of Special Committees. The Board may, from time to time, appoint such 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.

**Background and Sentiments of the Governance Committee**

The special Governance Review Committee was initially established through a motion of the Board. At the time, its composition was determined alongside several other committees without any clearly defined terms of reference. Now that the Governance Committee has drafted appropriate Terms of Reference for the Governance Review Committee, it is important to reassess the leadership, membership and expertise required to ensure the committee functions effectively and efficiently.

**MOTION: THAT The Board approves Terms of Reference of the special Governance Review Committee, as recommended by the Governance Committee as amended.**

For your consideration, the following individuals have expressed an interest in serving on the Governance Review Committee:

Stephen Molnar

I have devoted a majority of my adult life to organizational governance situations including over 21 years in Municipal governance (including 15 years as Head of a Municipal Council and an engaged part of a regional County Council.) My knowledge and experience in governance situations, at the local, regional and provincial level has exposed me to a number of governance review exercises, including municipal reorganization, the recent municipal governance review as mandated by the Province of Ontario (Minister of Municipal Affairs and Housing – 2019), a regional service delivery review and ongoing leadership into review and amendments to Procedural By-laws, Codes of Conduct and Ethics reviews.

Christine Henderson

I would be honoured to serve on the new Governance Review Committee.

My past legal work with the Ministry of Health focused on the *RHPA's* legislative scheme; I've served on the Board and various College committees since 2017. Working with my committee colleagues, I promise to devote the time and effort needed to ensure a well reasoned, fair and thoughtful report within the time frame.

Chris Aljawhiri

I am indeed interested in joining the Special Committee and I believe my extensive experience would be an asset to this committee.

My background includes serving on the Discipline Committee, where I currently hold the position of Chair. Additionally, I have been involved in Jurisprudence Examination Working Groups at the College, contributing as a writer, standard setter, exam selector, and exam invigilator.

I have also served on the Patient's Relations Committee at the College, and the Professional Practice Committee at the Ontario Pharmacists Association. My educational involvement extends to being a Teaching Assistant at the University of Toronto's Professional Practice Labs for first to third-year students.

My academic credentials include a Master of Pharmacy from University of Brighton in the UK and a Master of Law from York University.