Governance Manual

Ontario College of Pharmacists

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Governance Policies for the Ontario College of Pharmacists

1. Introduction and Governance Philosophy

The Ontario College of Pharmacists (the "OCP" or the "College") regulates its members and pharmacies in the public interest under three related statutes.[1] As a statutory regulator, the OCP must always act within its statutory powers and in accordance with its public interest mandate. Given the importance of drugs and pharmacies to Ontario's health care system, the College's effectiveness is subject to scrutiny and many levels of external accountability.

For example, its actions are subject to review by the courts, external tribunals, government agencies such as the Office of the Fairness Commissioner, the Minister of Health and Long-Term Care and the public. The College is often the subject of articles in the media. In addition, public expectations as to the degree of transparency under which the College operates are increasing.

As a result, the College has to be good at what it does. In recent years the collapse of major business organizations and a number of regulatory failures by government agencies have highlighted the need for strong and effective governance of organizations of any size or significance. Their business and regulatory failures have provoked considerable discussion on how boards of directors can not only prevent such failures from occurring, but also ensure that their organization is successful in achieving its goals.

Since the College operates under the leadership and stewardship of its Council (i.e., its board of directors), the College's Council must be effective for the College to succeed in its mandate. "Stewardship" is a concept that involves holding a position on behalf of another. For example, a steward manages property on behalf of an absent owner to ensure that the property is safeguarded and earns income for the owner. In former times a steward was appointed to manage a kingdom on behalf of a child king until the child was old enough to rule on his (then only males) own. Today we often use terms such as "Trustee" or "Power of Attorney" rather than

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[1] The *Regulated Health Professions Act*, 1991, the *Drug and Pharmacies Regulation Act* and the *Pharmacy Act*.

"Steward". In the context of the *RHPA*, Council is given authority to oversee the profession on behalf of the public, which is unable to do so directly. Stewards are required to ensure that all of their decisions are made for the benefit of the person(s) they are acting for.

The "board of directors" model for the Council differentiates it from the "legislative assembly" model for government. For example, while most members of corporate boards and legislative assemblies are elected to their positions, their relationship to those selecting them is quite different. Board members do not "represent" those who selected them and those who elect them are not "constituents". Rather, a member of a board of directors has a fiduciary duty of undivided loyalty and good faith to the mandate of their corporation and its mandate (in the OCP case, regulating the pharmacy sector in the public interest).[2]

The idea of appointing public members to Councils originated with the 1968 McRuer Report. Justice McRuer stated that "… there is a real risk that the power [of self-regulation] may be exercised in the interests of the profession or occupation rather than in that of the public. This risk requires adequate safeguards to ensure that injury to the public interest does not arise." He recommended that "lay members" be appointed to the governing body. [3] Thus public members of Council are one of the safeguards ensuring that the College serves the public interest effectively.

The Council's duty to serve the public interest was highlighted in the 2012 PricewaterhouseCoopers audit report into the College of Denturists of Ontario. After describing in detail the College's duty to serve the public interest, the auditor concluded:

> Based on our review, the ability of the profession's leadership to demonstrate that it can distinguish between the public interest and the profession's self-interest is not clear. Our review findings noted a number of instances where the CDO's actions did not appear to be in the public interest. These instances included, among others, inadequate practices relating to conflicts of interest, a lack of transparency with respect to communication of

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[2] See the Role Explanation for Individual Council Members in section 3(b)(i) below for more information about how to communicate with pharmacists and pharmacy technicians without appearing to "represent" them.

[3] Royal Commission Inquiry into Civil Rights, Report Number One, Volume 3, (Queen's Printer, 1968), p. 1166.

the proposed by-laws as well as the passing the by-law requiring members to purchase professional liability insurance policy approved by the College.[4]

Following the release of the report, the Minister of Health and Long-Term Care appointed a supervisor to assume control of the organization.

One could say that "governance" is the process of developing consensus within an organization as to who does what and then ensuring that it is done well. Everyone in the organization can then be accountable for fulfilling their particular role. For example, a well-governed Council has the responsibility and independence to guide the organization[5] effectively while respecting the role of the other entities[6] within the organization.

Council adopts an "independent mindset" so that it accepts the responsibility for making decisions on behalf of the College. To be effective and independent, the Council has to be able to make these decisions meaningful, which requires the Council to be provided with appropriate background information and choices or alternatives. Council controls its own agenda and the scheduling of its meetings. Council is mindful of when it should take responsibility for issues and when delegation of Council matters to Committees or staff is appropriate.

Council's independence is supported by the College. A staff person (i.e., the Council and Executive Liaison) is assigned to support the Council. Council can obtain legal advice when needed (although, unless the advice relates to the Registrar, the Registrar typically arranges for the advice to be provided). In addition to providing facilities for Council and committee meetings, the President is provided space (typically in the President's room) for his or her attendances at the College offices. The President is also provided with his or her own unique College email address. The President also has access to private filing space for his or her records.

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[4] Operational Review and Audit of the College of Denturists of Ontario, PWC, March 8, 2012, p. 95.

[5] See section 3(a) of this Manual below, where it is noted that under section 4 of the *Health Professions Procedural Code*, the Council is the College's board of directors that manages and administers its affairs in the public interest.

[6] Within the OCP, the main "entities" that have distinct governance responsibilities include: the Council, its officers (i.e., the President, Vice President and Past-President), its Committees, the chairs of its Committees, the Registrar and the staff of the College.

Effective governance meets the four "E's":

1. **Role Explanation.** There should be a clear written description of the mandate and responsibilities of each major entity within the organization.

2. **Role Education.** Each person involved in the direction and operations of the College should be orientated as to their mandate and responsibilities. They should understand how they relate to the other entities within the organization.

3. **Role Evaluation.** Each entity within the organization should be accountable for their activities. They should report on what they have done and receive comments on their performance.

4. **Role Encouragement.** Evaluation should result in feedback to the person or entity. Areas of strength should be recognized. Areas for enhancement should be identified and the person and entity should be encouraged to improve their performance. In rare cases, action should be taken to ensure that the person or entity complies with the organization's expectations.

An organization uses a number of tools to assist those involved in its affairs to perform their role effectively. For the Ontario College of Pharmacists, these tools include the following:

(a)   Clear, written role descriptions as described in this Governance Manual.
(b)   A systematic, ongoing educational program for all Council, Committee and staff members.
(c)   An official Code of Conduct.
(d)   By-laws that support good governance.
(e)   Rules of Order for Council and Committee meetings.
(f)   A formal written document signed by Council and Committee members annually.
(g)   Supporting policies and procedures.

2. Guiding Principles

The College's governance approach operates under the following seven guiding principles:

1. Every part of the College focuses on the public interest when fulfilling its mandate.

2. Council leads and directs the College. Council as a whole has the ultimate authority and responsibility for ensuring that the College achieves its public interest mandate and its strategic plan guiding Council towards that mandate in the current environment. Council makes directional policies relating to the path, philosophy and approach of the College.

3. The Registrar works with and for the Council to help Council achieve its mandate. The Registrar also has the authority and responsibility to operationalize Council's public interest mandate and strategic plan. Council works through the Registrar. The Registrar is appointed by the Council, as its Chief Executive Officer, to manage operations and College staff. The Registrar reports directly to the Council. As a result, Council does not get involved in operational matters but rather holds the Registrar accountable for operational performance outcomes (including implementing the operational aspects of the Council's strategic plan). The Registrar manages the College staff to fulfill the Council's mandate.

4. Both Council and the Registrar respect the statutory mandate of the College's statutory Committees under the *Regulated Health Professions Act, 1991* (*RHPA*). For example, a discipline panel is autonomous of Council when it independently adjudicates discipline referrals. However, other than for those statutory decisions, Committees are the servants of Council with no decision-making role.

5. Individual Council members and individual Committee members have a duty of loyalty to the College's mandate. They do not hold any authority on their own. Their role is to participate in Council as a whole and the Committees (or panels of the Committee) they serve on to perform their mandates.

6. Council speaks with one voice. The President and the Registrar (or those delegated by them) are the spokespeople for the College.

7. The President of the College, assisted by the Vice-President and Past-President, facilitate and coordinate the work of the Council and the Executive Committee. Except for specific tasks delegated to them by Council, the officers lead by inspiration and example while performing their duties rather than by making substantive decisions.

A significant portion of this document deals with the making of policies. The word "policy" has various layers and meanings depending on the context. For example:

i. Directional policies are made by Council and steer the path to be taken by the College or the conduct expected by those regulated by the College. For example, this Governance Manual is a directional policy.

ii. Committee policies made by Committees of the College guide the exercise of discretion by that Committee. For example, a Registration Committee policy indicating how that Committee will generally grant exemptions to exemptible registration requirements would be a Committee policy.

iii. Operational policies are made by the Registrar and College staff assists the Registrar to implement Council direction and operationalize College activities. Policies, procedures and form letters developed for the handling of complaints would be an illustration of operational policies.

While most policies easily fall into one of these categories, there are always grey areas where there can be debate. Some of the factors that help place a particular policy in the most appropriate category include the following:

a) The *Nature* of the policy. As noted above, directional policies direct the organization as a whole or those regulated by the College. Committee policies deal with discretionary decisions made by the Committee or its interpretation of its mandate. Operational policies implement and operationalize. This is probably the most important consideration in most cases.

b) The *Impact* of the policy. The more significant the impact of the policy on the College or those it regulates, the more likely it should be viewed as a directional policy. However, this consideration is not always determinative. For example, a Registration Committee policy interpreting the "good character" registration requirement can have a significant

impact on a number of applicants for registration but is still a Committee policy. Similarly, staff policies guiding how disclosure requests in the registration, complaints and discipline process will be handled can have a significant impact on applicants and registrants, but they remain operational policies.

c) The *Statutory Authority* for making the policy. Where the statutory authority for a function rests with a Committee or the Registrar, they would make the related policies. For example, the rules of procedure by the Discipline Committee can have a significant impact on those being disciplined, but they are still within the purview of the Discipline Committee. Similarly, determining policies about whether a formal investigation should be initiated affects individual registrants and the reputation of the College but remains within the Registrar's mandate under the *Health Professions Procedural Code* (*Code).*

d) *Practical Realities.* Feasibility does influence who makes certain policies. For example, the day to day direction of investigators and inspectors requires front-line staff to make discretionary decisions based on the balancing of many complex considerations. As much as Council or the ICRC would like to guide staff to ensure that such investigations and inspections are fair and effective, that is just not practical.

The fact that Council has ultimate authority and responsibility to make directional policies does not mean that Council has to do so alone. Staff can provide valuable background information, resources, options and even recommendations. In addition, Committees can review the options and issues and develop draft policy documents (e.g., the Professional Practice Committee recommends specific policies on pharmacy practice and ethics to the Council).

This document attempts to provide guidance as to what type of policy is being referred to by using the phrases "directional policy", "Committee policy" or "operational policy" as appropriate.

3. Roles and Responsibilities

The governance components for the major entities for the Ontario College of Pharmacists are as follows:

A. Council as a Whole

a. Role Explanation

Role: According to section 4 of the *Health Professions Procedural Code* (the *Code*), the Council is the College's board of directors that manages and administers its affairs in the public interest. In doing so, Council ensures that the College achieves its objects as set out in section 3 of the *Code* (e.g., setting standards, administering the legislation) in a manner that serves and protects the public interest.[7] See the Introduction to this Manual for a more detailed discussion of the stewardship role of the Council and the need to ensure that it effectively leads the organization.

Council leads and directs the College. Council leadership includes making directional policy for the College. Council provides the strategic direction of the College. Council direction ensures that the College regulates the profession and pharmacies in the public interest. Direction also involves providing general monitoring oversight for the activities of the College.

Council leadership and direction can be portrayed by the following table:

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[7] See Appendix 4 for the legislative objects of the College.

Table 1

Council's Leadership and Direction of the College

Council Role	Council Duties	Corresponding Activities
a. **Leadership**	a. Strategic planning	• Developing the plan • Receiving implementation reports from the Registrar at each Council meeting • Reviewing the plan annually
	b. Making directional policies and decisions	• Making new directional policies • Responding to the Minister and other external inquiries • Amending regulations • Amending by-laws • Reviewing directional policies, regulations and by-laws regularly
	c. Communications	• Consulting on all regulation amendments and significant by-laws and directional policies • Directing the maintaining of the public register and the statutorily required website • Overseeing the College's communications strategies • Having regular meetings with the OPA • Directing participation in FHRCO, AGRE and similar organizations • Participating in NAPRA • Meeting as required with other stakeholders (e.g., Ministry)

Council Role	Council Duties	Corresponding Activities
b. Direction	a. Directing Registrar	• Hiring the Registrar • Approving the Registrar's job description • President receives regular updates from the Registrar • Receiving the Registrar's report at each Council meeting • Conducting the annual performance appraisal • Receiving reports on staff succession planning
	b. Directing Committees	• Setting terms of reference for each Committee • Receiving reports from the "four pillars" at each Council meeting • Reviewing key performance indicators / Committee metrics at each Council meeting • Considering the annual report from each Committee • Conducting the annual succession planning and appointment process
	c. Monitoring College performance	• Conducting SWOT analysis during strategic planning performance • Receiving quarterly and annual financial statements and annual financial audit • Approving the terms of reference for the annual report to the Minister • Receiving the annual report to the OFC • Conducting environmental scanning through the Registrar

There are some constraints on the Council's mandate. For example, the Council cannot involve itself in individual statutory decisions made by its Committees (e.g., disciplinary adjudications) and the Registrar but it can review the overall performance of statutory Committees and the Registrar. In addition, to be effective, Council should refrain from involving itself in the

operational actions of its Committees and staff. Otherwise, operational matters will grind to a halt awaiting Council direction, operational action will be provisional in case Council has a different view and competent people will decline to serve the College out of frustration.

Relationship with others: On directional policy matters, Council is the ultimate authority of the College and makes the major decisions about the direction and position of the College. The Committees and Registrar report to the Council and can make recommendations to the Council. However, Council is not accountable for the individual statutory decisions made by its Committees and by the Registrar. On matters related to statutory decisions it holds the Committees and the Registrar accountable for their overall performance.

For example, Committees will report on their activities on a statistical level (e.g., how many decisions were made and the categories of the decisions made), on their operational activities (e.g., the average length of time to deal with a matter, any review and adjustments to their internal process and any significant Committee policies). However, a Committee will never be asked to justify an individual statutory decision it has made (e.g., how it disposed of a complaint, why a discipline panel imposed terms, conditions and limitations rather than a suspension). At most it would report on statutory decisions on an aggregate basis (e.g., the number of appeals, the percentage of successful appeals) or at a Committee policy level (e.g., changes the Committee is making to its process as a result of critical comments made by an appellate tribunal or court).

The officers of the Council (i.e., President, Vice-President, Past-President) are representatives of the Council. They act in accordance with Council's positions and directional policies. They, particularly the President, provide non-hierarchical leadership to the Council. They, particularly the President, also facilitate the Council's activities by helping prepare the Council agenda and chairing Council meetings. In addition, as discussed below, Council, through the by-laws, delegates specific functions to the President (e.g., filling vacancies on Committees).

The Registrar partners with the Council to help Council achieve its mandate. Their relationship is one of collaboration and mutuality. Council cannot implement its direction without giving the Registrar authority over operational matters. However, the Registrar has no legitimacy without direction from the Council. Both the Council and the Registrar need to be strong in their respective areas of authority, respect each other's roles and allow each other to perform those

roles for the College to be effective. On directional policy matters including the operational aspects of the College's strategic plan, the Registrar reports to the Council and is responsible for the implementation outcomes. On statutory decisions (e.g., appointing and overseeing investigators into complaints and reports) the Registrar is like a statutory Committee. The Registrar will not be asked to justify an individual statutory decision but will be held accountable for overall performance.

Council works through the Registrar. The Registrar is appointed by the Council, as its Chief Executive Officer, to manage operations and College staff. Council delegates operational matters to the Registrar and holds the Registrar accountable for operational performance of the organization. Council does not involve itself in staff accountability issues[8], which are the responsibility of the Registrar. Rather, Council holds the Registrar responsible for the performance of College staff, primarily by reviewing the effectiveness of the College in achieving its public interest mandate and the implementation of the Council's strategic plan and directional policies.

b. Role Education

Council is systematically educated about governance matters as follows:

- At the first Council meeting of each year (September) it has a quarter day formal education session about governance issues.
- Any new person appointed or elected to the Council receives orientation as soon as possible after their appointment. The orientation will be provided by the Registrar and the President or their delegates. The orientation will comprehensively cover all aspects of governance and related expectations (e.g., expenses and fees, forms, conflicts of interest, Code of Conduct, Rules of Order, confidentiality).
- Each new Council member is paired with a more senior Council member for informal mentoring.
- Each new person appointed or elected to the Council shall be given, either on paper or electronically, the Governance Manual and OCP Governance Policies.

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[8] There are some rare exceptions discussed below under the heading "Registrar".

- Upon appointment and then annually afterwards, Council members shall review and sign its Acknowledgement Regarding Fiduciary Duties form.
- Upon appointment and then annually afterwards, Council members (and non-Council Committee members) shall complete a form provided by the Registrar setting out their professional affiliations to assist in identifying and addressing conflicts of interest. Changes to such affiliations during the year are to be reported to the Registrar.

Council members are also asked to report their workplace affiliations to protect both them and the College by identifying potential conflicts of interest and appearances of bias and allowing the affected Council member to declare them. Documenting workplace affiliations also permits the identification of communications issues that may be developing (e.g., a media investigation into certain practices) and allows affected Council members to be alerted before they are contacted by a journalist.

c. Role Evaluation

Council has the obligation to submit an annual report to the Minister on its activities. The Minister can also require the Council to provide him or her with information about the College's activities under the *RHPA*. The Minister is also able to direct that the College be subject to a financial or other audit. All regulations made by the Council have to be approved by the Ministry and the Cabinet before becoming law.

The College is also obliged to submit an annual report to the Office of the Fairness Commissioner (OFC) and is subject to regular compliance audits on behalf of the OFC of the College's registration practices. Occasionally the Health Professions Regulatory Advisory Council will request information from the College about its activities.

After each Council meeting, Council performs an evaluation of the effectiveness of the meeting and provides an opportunity to provide suggestions for improvement.

Attendance at Council meetings is recorded. The Registrar will provide a summary report of attendance record of Council members to Council regularly (at least annually) so that Council can hold itself accountable on this measure of performance.

At least once a year Council will formally review its own performance. This review can be combined with Council's review of its strategic plan or when approving its annual report to the Minister. Council will use a "Governance Grid" (likely based on Table 1, Council's Leadership and Direction of the College) to self-identify areas in which it has performed well and areas for which enhancement is desired. See the form that could be used at Appendix 7.

d. Role Encouragement

Evaluation should result in feedback to the Council. Areas of strength should be recognized. Areas for enhancement should be identified and Council should encourage itself to improve its performance. In rare cases, action can be taken by external entities to facilitate Council's compliance with its duties.

Under section 5 of the *Regulated Health Professions Act, 1991*, the Minister can direct the Council to do anything needed to be done to fulfill the College's mandate under the statute. Under the *RHPA*, the Minister can also appoint a supervisor to take over the functions and role of the Council and its Committees and appointees if the Council does not comply with a Ministerial direction. In addition, the election process for professional members of the Council and the renewal of the appointment process for public members of the Council can sometimes be a form of accountability to the Council.

Other entities have varying ability to hold Council accountable in specific areas. For example, the courts can review the validity of the Council's actions including the regulations and by-laws proposed by the Council. The Office of the Fairness Commissioner can comment on the Council's oversight of the registration process. The Human Rights Tribunal can review the College's compliance with its human rights obligations. So, Council must remain mindful that while it is the ultimate authority within the College, it is itself accountable to others.

B. Individual Council Members

a. Role Explanation

Role: Individual Council Members actively participate in Council meetings and other Council activities (e.g., serving on its Committees) to help Council fulfill its mandate. Council members bring different expertise and perspectives to the Council table, which add significant value. Council Members do so in accordance with their fiduciary responsibilities of diligence and undivided loyalty to the organization and its public interest mandate in accordance with the College's by-laws including its Code of Conduct.

The Code of Conduct is a crucial description of the role of individual Council members and should be studied closely. For example, the Code of Conduct emphasizes the duty of Council members to observe the highest standards of impartiality, integrity and objectivity to their actions. Other principles described in the Code of Conduct include that Council members need to do the following:

- focus on the public interest objects of the College in all activities,
- use information only for College purposes and to respect confidentiality,
- practice collaboration and at an appropriate level of collegiality,
- ensure that decisions are made for the benefit of the public as a whole, without conflict of interest, and
- publicly support the decisions of the Council.

The Council member's duty of diligence fosters preparation and attendance at all Council meetings (unless the Council member's absence is unavoidable), participation in Council debates (including constructively expressing differing opinions), voting on all matters unless there is a conflict of interest or a compelling reason for abstaining, completing agreed upon activities between meetings, and serving on College Committees with equal attentiveness.

Relationship with others: Individual Council Members relate to others through the Council / Committees they serve on. For example, a Council or Committee member would not unilaterally approach a professional association to discuss how the College can assist in enhanced payment issues. Any approach to stakeholders by individual Council members would be agreed upon by Council or the relevant Committee in advance and generally would be done through the

President, the Registrar or, on more operational matters, by staff, the chair or an officially designated Council or Committee representative.

Although there are no formal restrictions imposed on Council members' communications with each other, Council relies on the judgment of individual Council members, keeping in mind their duties under the *RHPA*. For example, Council debates are, with rare exceptions, to be held at public meetings with a written accounting of the discussion and any debate. Committee adjudications are to be deliberated on only by individuals on the appointed panel who are untainted by prior involvements. Discussions by Council members should not subvert the authority of Council as a whole or avoid the responsibility for public debate.

Similarly, individual Council or Committee members would not unilaterally approach College legal counsel on an issue; communications are done through the Registrar's office (unless the President needs advice in relation to the Registrar).

In some sense, Council members, particularly elected Council members, are "ambassadors" for the College, communicating Council's public directional policy decisions to practitioners and the public and listening to concerns raised by others. However, Committee members need to be rigorous in their informal communications with others. Listening to others comment on College issues or even advising them of publicly available College information is acceptable. However, purporting to speak on behalf of the College, Council or a Committee, beyond communicating public Council directional policy decisions, is generally not acceptable. In addition, expressing "personal views" on College or Council issues can easily be interpreted as speaking on behalf of the College or publicly disagreeing with the College.

On individual statutory decisions, however, the communications rules are much stricter. Committees, and panels of Committees, only communicate through their written reasons for decision. Committee and panel members never explain or justify their decisions outside of their written reasons. In addition, except for discipline hearings, most statutory decisions are protected by strong confidentiality obligations.

The relationship between individual Council members and the Registrar is collegial, not hierarchical. Council as a whole, not individual Council members, provide direction and accountability to the Registrar. While there are exceptions, it is normally the President who is

delegated as Council's spokesperson to communicate with the Registrar on behalf of the Council.

Since, as noted above, Council works through the Registrar, individual Council members do not provide direction to or demand accountability from College staff. However, College staff provides support to Committees and interacts with individual Committee and Council members as a part of their duties. Thus a strong sense of boundaries is required by both Council and Committee members and staff to ensure that this working relationship remains effective. The following guidelines will assist all in reducing misunderstandings:

- Council and staff should continue to interact in the appropriate conduct of Committee business (e.g., obtaining materials for Committee meetings, scheduling, reviewing minutes, approving the wording of written decisions);
- Issues with staff (e.g., inappropriate Committee member or staff behaviour) if they cannot be worked out directly with the manager who supports the Committee should be addressed through the President to the Registrar (or designate);
- Council members should always be aware of their directional policy making role and should not engage in micro management;
- Staff members should always be aware of their role in carrying out the directional policies of Council, and should never act in a manner which exceeds or contravenes the directional policies set by Council, nor should staff ever purport to establish directional policy without the approval of Council; and
- Requests by Council for extra support from staff in their role as Council members, outside of normal Committee business, should be coordinated respectively through the President to the Registrar.[9]

b. Role Education

The orientation of individual Council members is described above when discussing Council as a whole.

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[9] Adapted from the CPSO Governance Process Manual.

c. Role Evaluation

As noted above, attendance at Council meetings is recorded. The Registrar will provide a summary report of attendance record of Council members to Council regularly (at least annually) so that Council can hold itself accountable on this measure of performance.

In addition, each year individual Council members will go through an evaluative process proposed by the President and agreed to by the Council. For example, this could involve filling out a self-reflection questionnaire and then having a general discussion at Council as to enhancing Council members' contributions to the organization. See the form that could be used at Appendix 7.

d. Role Encouragement

Evaluation should result in feedback to members of Council. Areas of strength should be recognized. Areas for enhancement should be identified and Council members should be encouraged to improve their performance. In rare cases, action can be taken to facilitate a Council member's compliance with his or her duties.

Often informal action is all that is necessary. This can take a number of forms including:

a. Informal peer feedback by other Council members.
b. Challenging a Council or Committee member's statements or conduct at a meeting through the rules of procedure.
c. Informal feedback by the President.

However, where informal action is insufficient or inappropriate, more formal action is available. In these extremely rare cases, there is a fair process specified in the by-laws that includes:

a. Clear and appropriate criteria for when formal action is available. The criteria avoid broad, discretionary grounds.
b. An investigation by a neutral, objective and credible third party to determine the facts and to make recommendations as to whether formal action is indicated.

c. If formal action is taken, the Council member is given full notice and disclosure and an opportunity to respond to the concerns. The Council member is entitled to retain a lawyer.

d. No formal action can be taken unless two-thirds of those present and voting agree that the criteria for action have been demonstrated.

e. Because their legal status differs, the possible consequences will vary somewhat with the category of Council member at issue. All Council members can be censured (the governance equivalence to a reprimand). In addition, all Council members can have limitations placed on their privileges (e.g., access to confidential College information can be restricted and they might not be appointed to some or all committees). However, only an elected Council member can be removed from Council. The Council can advise the Minster of the outcome of the Council's inquiries about an appointed Council member. Similarly, Council can advise a university of the outcome of the Council's inquiries of the dean of the faculty of pharmacy.[10]

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[10] Public members can only be removed from Council by the Ministry / provincial Cabinet. Only the university can take action (e.g., by designating another Dean). Both the government and the university can disregard any Council reports.

C. President, Vice-President and Past-President

a. Role Explanation

Role: The **President** is the leader, spokesperson and facilitator of the Council. The President has a one-year term of office.

In this context leadership means primarily by example and inspiration in the performance of duties. The President only makes decisions on their own (except as specifically delegated to him or her by the Council) when authorized by Council to do so. Examples of specifically designated tasks in the OCP by-laws include:

- appointing replacement members to fill vacancies on Committees, including chairs of Committees, or as election scrutineers;
- appointing persons to conduct election recounts;
- appointing special Committees when needed; and
- appointing the Election Committee (subject to Council ratification).

As spokesperson for the Council, the President, together with the Registrar, shall represent the College in public or appoint delegates to do so. The Ministry typically writes to the President when dealing with directional policy issues. The President typically communicates the Council's feedback to the Registrar during the Registrar's annual performance appraisal. The President is also the Council designate to liaise with the Registrar on governance issues (e.g., if a conflict arises between a Committee member and staff support person). The President is one of the signatories for contractual and other documents. The President also performs ceremonial duties such as attending at university events on behalf of the College and signing certificates of registration. As spokesperson, the President communicates the directional policies and positions of Council rather than their own personal views.

As facilitator for the Council, the President chairs Council and Executive Committee meetings. The President helps prepare the agendas for those meetings. The President assists in the orientation of new Council and Committee members. The President, with the Vice-President and the Registrar, share responsibility for ensuring that the strategic planning and implementation process is on course. The President has a significant role in administering the election of the other members of the Executive Committee and the election of the chairs of other Committees.

The President is an ex-officio member of the other Committees of the College and attends such meetings occasionally (typically the first meeting of each Committee) to encourage and support them. While the President is entitled to speak and to vote at Council and Executive Committee meetings, the President is cautious about speaking when attending as an ex officio member of a Committee and does not vote when attending in that capacity.

When governance issues arise, the President is involved in their resolution (e.g., makes procedural rulings during Council meetings, informally meeting with Council members to address developing concerns). The President manages an orderly transition of office with the Vice-President.

The **Vice-President** advises the President in the presidential office by providing parliamentary advice during Council meetings. The Vice-President chairs the strategic planning process. The Vice-President shall, in the absence or inability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as may, from time to time, be assigned by the Council. The Vice-President shall also be the vice-chair of the Council and the vice-chair of the Executive Committee.

The **Past-President**, if still on Council, serves on the Executive Committee. The Past-President serves a mentoring role to the President and Vice-President and helps provide them with the context and history of ongoing or recurring issues.

Relationship with others: As leader, spokesperson and facilitator of the Council, the President is in frequent communication with other Council members and Committees of the College and the Registrar. As spokesperson of the Council, the President, often together, and always in collaboration, with the Registrar, meets with external stakeholders. However, other than in ceremonial events or at the request of the Registrar, the President does not usually communicate directly with the other staff of the College but rather works through the Registrar.

The Vice-President and the Past-President generally communicate with the President and each other unless the President has asked them to meet with others. The Vice-President also communicates with others in the performance of their role as chair of the strategic planning process.

b. Role Education

In addition to the orientation provided to all Council members and members of the Executive Committee, a newly appointed President will meet with the outgoing President and with the Registrar to discuss their role and responsibilities. The President will meet with the Vice-President and the Registrar to discuss their role and responsibilities. The President and Vice-President also attend board and executive training sessions as necessary.

c. Role Evaluation

The President will submit a report on his or her activities to Council at each Council meeting. This report will be documented. In addition, the Council meeting evaluation process provides feedback to the President as to the chairing of Council meetings. Periodically Council may close its meeting, in accordance with the process and provisions in the *Code* to provide feedback to the President on his or her effectiveness.

The Vice-President reports to Council in their capacity as chair of the strategic planning process.

d. Role Encouragement

The Council elects the President and Vice-President at the September Council meeting.

Evaluation should result in feedback to the President. Areas of strength should be recognized. Areas for enhancement should be identified and the officers should be encouraged to improve their performance. In rare cases, action can be taken to facilitate the officer's compliance with his or her duties.

However, in those rare occasions where the President has lost the confidence of Council (in the sense that the officer is no longer respecting the decisions of the Council), action can be taken under the by-laws. Typically this would begin with a closed door session of the Council (in compliance with the requirements and process set out in the *Code*) where the concerns of

Council can be candidly expressed and the officer is given an opportunity to respond. However, Council ultimately has the authority to remove the officer from his or her position through a two-thirds vote of those present and voting.

D. Committees

a. Role Explanation

Role: The statutory Committees of the College (Executive, Registration, Inquiries, Complaints and Reports Committee (ICRC), Discipline, Fitness to Practise, Quality Assurance, Patient Relations and Accreditation) all have specific functions assigned to them under the *Code*. When performing those statutory functions (e.g., considering an application for registration, investigating or adjudicating a complaint), the Committees act independently. Their accountability is set out in the *Code* (e.g., appeals to a tribunal and court). For those functions, Council's primary role is to enable the Committees to operate (e.g., select individuals to sit on the Committees, make directional policies for the Committees such as regulations and by-laws, provide a reasonable budget to facilitate their operations). Council does have a mandate to monitor the overall performance of the Committees (e.g., receive annual reports from the Committees, assess the aggregate performance / metrics of the Committees). However, Council should not micro-manage individual Committee decisions.

The statutory Committees have a second role, one that is shared with all non-statutory Committees, to support and assist Council in Council's directional policy making role. For example, Committees should use their expertise in their area of service to provide important information to Council (e.g., the Finance and Audit Committee provides information about the College's finances to the Council) and to make recommendations to the Council (e.g., the Registration Committee could suggest changes to the registration regulation). On these functions, Committees are accountable to the Council for their performance and Council can modify or revoke the Committees' non-statutory mandates.

The Executive Committee has a unique role in the governance of the College. First it is responsible for dealing with Council issues that arise between the Council meetings which are time sensitive[11]. However, the Executive Committee also facilitates and prepares matters for the

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[11] Section 12 of the *Health Professions Procedural Code* actually reads as follows:

> **Executive Committee's exercise of Council's powers**
> **12.** (1) Between the meetings of the Council, the Executive Committee has all the powers of the Council with respect to any matter that, in the Committee's opinion, requires immediate attention, other than the power to make, amend or revoke a regulation or by-law.
> **Report to Council**
> (2) If the Executive Committee exercises a power of the Council under subsection (1), it shall report on its actions to the Council at the Council's next meeting. 1991, c. 18, Sched. 2, s. 12.

Council. It, along with the President and the Registrar, prepares the agenda for Council meetings. This includes reviewing correspondence and other information coming to the College, considering reports and recommendations from other Committees before they go to Council and doing directional policy development work. Other Committees report to Council through the Executive Committee. This facilitation role is to coordinate the business of Council rather than to act as a gatekeeper.

Any Committee can be assigned specific duties. For example, the Executive Committee is authorized to approve non-budgeted operational and capital expenditures unless they are above a specified limit.

A Committee may perform tasks assigned to it by the Council (e.g., to develop a proposed directional policy; acting as a nominating Committee for the composition of Committees). When doing so, the Committee is not independent of Council to which it reports regularly.

Relationship with others: Committees report to Council through the Executive Committee. Except for the Executive Committee, most Committees communicate with each other through the Council. For example, the Registration Committee would not make recommendations directly to the ICRC about enhancing ICRC policies. There are some exceptions to this principle for statutory Committees. For example, the ICRC refers individual matters to the Discipline Committee or the Fitness to Practise Committee.

The principle of "speaking with one voice" does not apply to Committee members the same way it applies to Council members. Council members are permitted, indeed are expected, to express their views at Council even if those views should be different from the majority opinion of the Committee on which the Council member serves. However, the Council member needs to be respectful of the Committee on which he or she serves when expressing those views (e.g., the comments should not come across as an attack on the Committee or its members). Also, Committee deliberations are confidential and the Council member should not disclose information about the deliberations of the Committee, especially since the Council discussion is usually public.

In terms of external communications, Committees communicate with the groups outside of the College in order to gather facts or information only in relation to fulfilling their statutory mandate or with the authority of the Council. For example, Committees do not unilaterally consult with external stakeholders on directional policy issues. All external communications to fulfill a Committee's statutory mandate need to be appropriate to the circumstances (e.g., not disclosing more personal information than necessary during an investigation; not usurping the role of Council on a directional policy matter).

Committees interact with staff in the manner described above in the guidelines given for individual Council members. For example, such communications are related to the routine operations of the Committees and are conducted with a respect for the boundaries that apply (e.g., Committees set operational policies but do not supervise staff in their performance of operational activities).

Committee members who are not members of Council will apply the principles applicable to Council members to the extent that this is possible (e.g., the Code of Conduct, external communications principles, conflict of interest).

b. Role Education

In addition to their orientation as Council members, all Committee members receive a thorough orientation at the first Committee meeting of the year. The orientation will be coordinated by the Committee support person. The OCP legal counsel may participate in at least a portion of the orientation (especially for the ICRC and the Registration Committee) in order to review the applicable principles of law that pertain to the Committee. Some Committees have access to external educational activities as well (e.g., the Federation Discipline and Fitness to Practise sessions offered twice-yearly).

Like Council members, non-Council Committee members are requested to complete the Acknowledgement Regarding Fiduciary Duties form upon appointment and then annually afterwards. Committee members shall also complete a form provided by the Registrar setting out their professional and workplace affiliations to assist in identifying and addressing conflicts of interest.

c. Role Evaluation

Committees report regularly to Council through the Executive Committee. The reports address the activities of the Committee and provide the aggregate data / metrics appropriate to the Committee's functions (e.g., backlog, number of appeals, success rate of appeals, etc.). Committees also must provide an annual report to Council. Council can specify the information that has to be included in these reports.

Attendance at Committee meetings is recorded. The Registrar will provide a summary report of attendance of Committee members to the Committees, the Executive Committee, the Nomination Committee and to Council regularly (at least annually) as one measurement of performance.

Statutory Committees are subject to appeals and judicial reviews to the courts. In addition, the Registration Committee and the ICRC are subject to reviews before the Health Professions Appeal and Review Board. The Registration Committee is also subject to scrutiny by the Office of the Fairness Commissioner. All Committees are subject to judicial review.

d. Role Encouragement

With a few exceptions where there are special rules (e.g., Executive, Elections, Nomination), Council as a whole decides on the chairs of Committees each year. The Nomination Committee, with the chair of each Committee, prepares a slate of Committee members that is then brought to Council for approval.

Evaluation should result in feedback to Committees. Areas of strength should be recognized. Areas for enhancement should be identified and the Committee should be encouraged to improve its performance. In rare cases, action can be taken to facilitate the Committee's compliance with its duties. Ultimately, Committee members, including their chairs, can be removed by Council through the by-law disqualification process and non-statutory Committees can be disbanded.

E. Chairs of Committees

a. Role Explanation

Role: The chairs of Committees facilitate the work of the Committee. Under the by-laws, the chairs of statutory or standing Committees are Council members. With Committee support staff, the chairs call meetings of the Committee and prepare the agenda for the meetings. This includes identifying the Committee rules and Committee policies that warrant development or review. They chair their respective Committee meetings. For statutory Committees that sit in panels, the chair appoints the panels and selects the panel chair. Committee chairs oversee the Committee's achievement of its performance measure goals and reports on this to Council.

Relationship with others: Committee chairs are the spokesperson for their Committee, for example, when reporting to the Council. However, the chair's presentation is consistent with the decisions and positions taken by the Committee. The chair is responsible for the Committee reports, either drafting it personally or approving the report drafted by his or her designate (which can be a staff person). The chair interacts with Committee support staff on behalf of the Committee on Committee operational matters. The chair addresses concerns and conflicts with the other members of the Committee, the Committee support person and, where necessary, the Registrar (in respect of staff) and the President (in respect of Committee members).

Committee chairs of adjudicative Committees (i.e., Discipline Committee, Fitness to Practise Committee) need to have a greater separation from the Registrar and other staff who are involved in the investigation and prosecution so as to avoid any appearance of bias. For example, support staff who are not involved in the prosecution of cases support the adjudication Committee chairs. Adjudication Committee chairs have a greater responsibility to identify policy issues without relying on the initiation of the Registrar. Adjudication Committee (and panel) chairs have the ability to call upon Independent Legal Counsel through their own dedicated support staff without going through the Registrar.

b. Role Education

As discussed above, in addition to their orientation as Council members, all Committee members receive a thorough orientation at the first Committee meeting of the year. The orientation will be coordinated by the Committee support person. The OCP legal counsel may

participate in at least a portion of the orientation (especially for the ICRC and the Registration Committee) in order to review the applicable principles of law that pertain to the Committee. Some Committees also have access to external educational activities (e.g., the Federation Discipline and Fitness to Practise sessions offered twice-yearly). All of these educational activities cover the role of the chair of the Committee. The Registrar and President arrange for specific, formal orientation sessions for Committee chairs annually.

Most Committee chairs will generally have sat as Committee members before being appointed chair. While democracy rules on the issue and circumstances can dictate otherwise, there is a preference that the chair of a Committee have applicable and relevant experience.

There is also a preference that Council members only chair one Committee at a time unless the by-laws provide otherwise, such as for the President. Doing so facilitates chairs having the time, energy and commitment to perform well, supports succession planning and promotes fairness and balance in the assignment of responsibilities.

c. Role Evaluation

Committee chairs are evaluated in the same manner as other Committee members.

d. Role Encouragement

The encouragement of Committee chairs' roles is done in the same manner as other Committee members.

F. Registrar

a. Role Explanation

Role: The Registrar has two roles. The first is to perform statutory functions, such as issuing certificates of registration to applicants who meet the registration requirements and appointing investigators for complaints and reports. Those functions are set out in the *Code*, the *Drug and Pharmacies Regulation Act* and the *Pharmacy Act*. On those matters, the Registrar acts independently and is not accountable to Council for individual decisions. Council does have a mandate to monitor the overall performance of these statutory duties by the Registrar (e.g., assess the aggregate performance / metrics of the Registrar such as average timelines).

The Registrar's second role is as the Chief Executive Officer of the College. The Registrar partners with Council to ensure that the College fulfills its public interest mandate and to implement Council's strategic plan. Some of the activities of the Registrar when performing this function include the following which is always done in a manner consistent with the legislation:

- overseeing the operations of the College including managing College staff and fostering a culture of excellent public service;
- providing information, advice, support and resources to Council and its Committees;
- implementing Council's directional policies, plans and directions;
- nurturing relationships with external stakeholders and, together with the President, representing the OCP to external stakeholders;
- 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 complies with the *RHPA*, the *Pharmacy Act*, the *Drug and Pharmacies Regulation Act* and other relevant law;
- monitoring the financial viability of the College;
- scanning the regulatory environment for opportunities and threats to the mandate and viability of the College and providing all relevant information to Council; and
- performing other functions assigned by Council.

One of the Registrar's main functions, in collaboration with the President, is to ensure that Council is properly informed so that it has sufficient information to successfully achieve its

mandate. Performing this function is an art that requires the balancing of several competing considerations including:

- ensuring that the information is relevant, accurate, current and complete while using resources prudently;
- providing advice and options without limiting Council's options or steering Council to a particular decision; and
- having the authority to interpret Council directional policy in a reasonable way while reporting on any significant interpretations of directional policy in a timely manner.

The Registrar always performs their function with a view to the public interest. The Registrar shall ensure that he or she complies with the [Code of Conduct](#) to the extent that it is applicable to the Registrar's role and that he or she complies with the spirit of the *Code* to the extent that it is not applicable to the Registrar's role. Further Guidance for the Registrar is found in the Registrar's job description, enabling legislation and fiduciary duties.

The Registrar assigns responsibilities to College staff appropriately.

Relationship with others: As described above, the Registrar has a partnership relationship with the Council. Council works through the Registrar. The Registrar is appointed by the Council, as its chief executive officer, to manage operations and College staff. Embedded in this concept is that the Registrar is, as discussed below, accountable for the performance of staff and that the Council does not become involved in individual staff supervision issues. The Registrar is accountable to Council as a whole and not to individual Council members or even a Committee of the Council. The Registrar works with the President, as Council's primary contact person, the Executive Committee and Council as a whole to assist Council to successfully perform its mandate.

The Registrar provides collegial support to individual Council and Committee members but is not their agent or subject to their direction.

The Registrar ensures that each Committee receives adequate support to assist them in performing their functions. The Registrar ensures that staff work with the chairs of the Committees to assist them in meeting their responsibilities (e.g., identifying Committee policies

and rules that require review or development) while maintaining an appropriate distance from adjudicative Committees and their chairs. As noted above, there are some constraints on the Registrar's direct involvement with the adjudicative Committees (i.e., discipline panels, Fitness to Practise Committee panels).

The Registrar, together with the President, or through their delegates, is the main spokespeople for the College. All external communications are consistent with Council's strategic plan, directional policies and decisions.

The Registrar is the most senior manager of College staff. He / she is responsible for hiring, training, and supervising the performance management of staff.

b. Role Education

The Registrar's orientation begins by reviewing their job description and their role in the College's Governance Manual.

The remainder of the orientation program for a new Registrar depends upon his or her background and education, but typically involves the following:

- Review of legislation and all College directional policies and procedures including governance documents;
- Briefings by senior staff;
- Meetings with the President, the Vice-President, Past-President and Committee chairs;
- An orientation session with legal counsel; and
- Meeting with external colleagues, peers and stakeholders including representatives of the Ministry.

c. Role Evaluation

The Registrar reports on his or her activities and on the operations of the College (e.g., the status of the strategic plan, financial status and regulatory activities) at every Council meeting.

The Registrar communicates with the President and the Executive Committee of developments between Council meetings.

However, the Registrar's performance is evaluated by Council as a whole[12]. This is based on the criteria identified at the beginning of the Council year for a review to be conducted at the end of the Council year. The criteria for a performance appraisal may include the following:

- accurate and timely implementation of Council's [strategic plan](), directional policies and directives;
- annual objectives identified by the Registrar, the Council and / or the previous year's Registrar's performance review plan;
- the skills identified in the Registrar's job description;
- the College's financial performance;
- regulatory performance (e.g., College compliance with its legal requirements; the Registrar's overall performance of statutory duties); and
- meeting other established key performance indicators (e.g., number of members assisted through the QA process, number of inspections, etc.).

Throughout the year the Registrar receives informal feedback from the President (as often as weekly) and from the questions and comments posed during Council meetings. Annually there is a formal performance review. This process typically involves the surveying of Council, obtaining information from senior College staff, then an in camera[13] Council discussion to discuss the Registrar's performance and confirm the message(s) that will be delivered. The performance review will generally be presented to the Registrar by the President. A rolling record of the results of the Registrar's performance review, including any response by the Registrar, will be created and securely maintained by successive Presidents.

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[12] Council may, of course, communicate its collective views through representatives, like the President, Vice President or Past-President.

[13] See Appendix 5 for a description of the process for in camera Council discussions.

d. *Role Encouragement*

The Registrar is an employee of the Council as a whole and Council can address serious performance issues in accordance with the Registrar's job description and employment contract law (e.g. formal recognition, censure, termination).

G. College Staff

a. Role Explanation

Role: OCP staff manage and support the operations of the College and implement and monitor Council directional policy under the direct and indirect supervision of the Registrar. Examples of staff functions include:

- performing duties assigned directly or indirectly by the Registrar (e.g., researching and preparing directional policy briefing documents that will go under the Registrar's name to Council through the President and the Executive Committee);
- administering regulatory activities (e.g., processing applications for registration, collecting fees, maintaining the College's website and public register); and
- supporting College Committees (e.g., preparing agendas and materials for meetings, providing information and advice during Committee meetings and preparing minutes and draft written decisions following Committee meetings).

It is recognized that senior staff perform some statutory functions (e.g., financial and tax statements, employment standards) and provide information to Council that is relied upon by the Council.

An organizational chart setting out the staff positions and relationships is set out in Appendix 8 of this Manual.

Relationship with others: College staff report to the Registrar and are accountable to the Registrar for their performance. College staff generally do not report to nor are they accountable to Council, its individual members or its Committees. Only in case of unlawful conduct, dishonesty or major violation of policy by the Registrar would the College staff contact the President, on behalf of Council, directly (e.g., for a breach of the College's human rights policies and all reasonable attempts to deal with the breach in accordance with internal process have not been successful; health and safety concerns are not being addressed).

See the above guidelines given for individual Council members as to how staff should relate to Council, Committees and their members. For example, such communications are related to the routine operations of the Committees and are conducted with a respect for the boundaries that

apply (e.g., Committees set Committee policies, but do not supervise staff in their performance of operational activities).

b. Role Education

The orientation and professional development of individual staff members depends on their position and is done at the direction of the Registrar in a manner appropriate to the position.

c. Role Evaluation

The OCP staff performance reviews are done by the Registrar, or their designate, annually through a transparent process consisting of fair, effective and constructive human resources management principles in accordance with a policy framework approved by Council.

d. Role Encouragement

Staff are employees of the College. As the head of operations and as staffing is an operational issue, the Registrar addresses performance issues in accordance with the needs of the College and employment law.

4. Specific Governance Issues

A. External Communications[14]

The College should communicate effectively with the government, with the other stakeholders and with the public. For College external communications to be effective, they must be clear, consistent and coordinated. In addition, the College has to balance the need for transparency of its directional policy making process and regulatory activities with the need to respect personal privacy in accordance with the confidentiality provisions of the *RHPA*.

The transparency values of the College are demonstrated through public Council meetings, public discipline hearings, maintenance of the College website, maintenance of the public register on that website, periodic review of the scope of the public register, public consultation on proposed regulations, by-laws and significant policies, the College's annual report to the Minister and to the Fairness Commissioner, and multiple formal and informal communications with representatives of the College, among other activities.

From a governance perspective, the following principles help the College to ensure that its external communications are clear, consistent and coordinated:

i. The content of all communications by College representatives are consistent with Council directional policies and instructions.

ii. College-initiated communications originate with either the Council, on directional policy matters, or the Registrar, on operational matters or to implement Council directional policy. However, representatives of the Council (e.g., the President) and the Registrar (e.g., appropriate staff) may implement those communications strategies depending on the nature and level of the topic. Some College-initiated communications are systematic (e.g., regular meeting with Ministry staff, Executive to Executive meetings with the OPA, a written communications strategy by the communications department on a particular issue) and some are specific (e.g., educating the profession or the public about a new College initiative).

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[14] Internal communications are addressed above in the "Relationship with Others" portions of the Roles and Responsibilities section of the Governance Manual.

iii.   Individual Council members do not initiate messaging on the College's behalf. There may be some exceptions, but they tend to be rare (e.g., where Council members have been asked to consult with their contacts on a particular issue by the Council; to give a general update on College initiatives when meeting local registrants; Council election communications).

iv.   Requests for communication from external stakeholders about a College-related matter (e.g., the Ministry, professional associations, other regulators and the media) are referred to the Registrar's office. The Registrar (or delegate) and, where appropriate and feasible, the President (or delegate) assign the appropriate spokesperson to respond to the request for communication.

v.   When approached by individuals (e.g., other registrants; the Council member's employer) on Council issues of interest, Council members may listen to the comments, convey general information that is publicly available and refer the individual to the appropriate staff person at the College (or the Registrar's office) for more information.

vi.   A Council member has a duty to disclose to the College significant information that could affect the College. For example where a person, who is unwilling to make a report or a complaint, tells a Council member about serious misconduct by a member (e.g., sexual abuse, fraud) the Council member should provide a factual written summary to the Registrar's office.

vii.   Operational inquiries made to the College (e.g., how to make a complaint; questions about the registration process) are responded to by the appropriate staff person.

viii.   Requests for a speaker about a College-related matter are referred to the Registrar's office. The Registrar (or delegate) and, where appropriate and feasible, the President (or delegate) assign the appropriate person to speak. The content of the speech should be provided well in advance to the Registrar's office for review to ensure that the content is clear, consistent and coordinated with Council directional policies and instructions. The College representative should avoid receiving any compensation or benefit for the speech unless it cannot be graciously declined in which case the compensation or benefit should be immediately turned over to the Registrar's office (unless it is a token gesture of gratitude such as a plaque). See the section on Conflicts of Interest below for more information about gifts and benefits.

ix.   College representatives (e.g., staff, Council and Committee members) safeguard the confidentiality of all College-related information unless authorized to disclose the information. The College's privacy policies provide additional guidance on such

safeguards. College representatives need to reflect on how "innocuous" activities could result in a breach of confidentiality (e.g., casual conversations that can be overheard; posting comments or picture on social media).

B. Code of Conduct

The College's Code of Conduct forms Schedule B to its by-laws. The Code sets out in a brief, relatively readable document the fiduciary expectations of Council and Committee members. This Manual helps explain how these statements of principles apply to Council and Committee members in specific circumstances.

The Code of Conduct also has relevance to the Registrar and staff. While some provisions do not have direct application (e.g., participating in debate, respecting boundaries with staff), the Registrar shall ensure that he or she and the staff of the College comply with the Code to the extent that it is applicable to their role and that they comply with the spirit of the Code to the extent that it is not applicable to their role.

The substantive portion of the Code of Conduct reads as follows:

> Members of Council and Committees will,
>
> (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 Council 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 Council;
>
> (d) regularly attend meetings on time (including not missing three (3) or more consecutive meetings without reasonable cause) and participate constructively in discussions;
>
> (e) offer opinions and express views on matters before the College, Council and Committee, when appropriate;
>
> (f) participate in all deliberations in a respectful and courteous manner, recognizing the diverse background, skills and experience of Council and Committee members;
>
> (g) uphold the decisions made by a majority of Council and Committees, regardless of the level of prior individual disagreement;

(h) place the interests of the College, Council 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 Council 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 Council or Committee unless disclosure has been authorized by Council 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 Council 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 Council 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.

The Code of Conduct is a statement of the values of the Council and its Committees. It is not enforced through the governance complaints process.

C. Conflict of Interest

The College's Code of Conduct indicates that members of the Council and its Committees will put the interests of the College (and its Council and Committees) above their other interests. In addition, the Code of Conduct states that Council and Committee members shall "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".

All Council and Committee members have a duty to carry out their responsibilities in a manner that serves and protects the interest of the public. As such, they must not engage in any activities or in decision-making concerning any matters where they have a direct or indirect personal or financial interest. All Council and Committee members have a duty to uphold and further the intent of the Act to regulate the practice and profession of pharmacy in Ontario, and not to represent the views of advocacy or special interest groups.

The duty to avoid conflicts of interest is a legal duty imposed by the courts on Council and Committee members. Failing to do so,

(i)   could bring discredit to the College;

(ii)   could amount to a breach of the fiduciary obligation of the person to the College; and

(iii)   could create liability for either the College or the person involved or both.

A conflict of interest can be defined as a personal or financial interest that would reasonably be viewed in all of the circumstances as influencing a Council or Committee member's ability to make an impartial and objective decision. A conflict of interest can be actual or potential. In addition, an appearance of a conflict of interest can cause as much damage to the College (and the reputation of the Council or Committee member) as an actual conflict of interest.

The terms "conflict of interest" and "appearance of bias" are often used interchangeably. The former term generally applies best to policy or administrative decisions while the latter term applies best to an adjudicative type of decision.

Some conflict of interest issues are dealt with explicitly in the College's by-laws. For example, a Council or Committee member cannot be an employee, officer or director of a professional association of pharmacists or pharmacy technicians like the Ontario Pharmacists Association, the Canadian Pharmacists Association or the Canadian Association of Pharmacy Technicians.

However, most situations cannot be the subject of absolute prohibitions. Whether there is a conflict of interest often depends on the circumstances. For example, a Dean or instructor at a pharmacy school can serve on Council but must then declare a conflict and not participate in decisions that would materially affect the school (e.g., decisions affecting the educational registration requirements of applicants).

As a general rule a Council or Committee member has a conflict of interest when helping the College to decide to offer a contract or enter into business transactions with the College. For example, a lawyer or accountant on the Council or a Committee could not provide professional services to the College. Similar considerations apply when a Council or Committee member applies for a senior position with the College (e.g., Registrar or senior manager position). In order to apply for such a position, the Council or Committee member should first resign their office and not run in the resulting by-election. The Council or Committee member does not have to resign before applying for other positions (e.g., lower level staff positions, inspector, investigator or assessor). However, he or she should take no part in the selection process and must resign if selected.

A conflict of interest can arise where a decision affects a family member or friend of a Council or Committee member. For example, if a spouse or child of a Council or Committee member would benefit from or be harmed by a decision by the Council or Committee (e.g., a decision to regulate an area of pharmacology that is not currently under the scrutiny of the College), there likely is a conflict of interest. Of course, the circumstances are important. It is probably not a conflict of interest to vote on a decision that will result in a distant relative who one rarely sees having to undergo the expense of obtaining a criminal reference check. But an immediate relative or friend having to pay thousands of dollars as a result of the decision would constitute a conflict of interest.

Council and Committee members need to be cautious about receiving any gifts or hospitality. If there is any reasonable chance that the benefit could be seen as being conferred by virtue of

the Council or Committee member's position, there will usually be a conflict of interest. In most circumstances the gift or hospitality should be declined to avoid any perception of favouritism unless it is customary hospitality of a reasonable nature. Particular care should be taken where the provider of the gift or hospitality is a supplier to the College or is a stakeholder affected by College decisions. However, as always, there are some exceptions such as in the following circumstances:

- A nominal token of appreciation (e.g., a plaque or book given as a thank you for giving a presentation at an event);
- Refreshments or a modest meal provided at a meeting to discuss College-related matters; or
- A small gift, such as artwork, given to the College as a whole and not for one's personal use.

Where a gift or hospitality is received in circumstances where it could be reasonably perceived as being conferred because of one's position at the College, the Council or Committee member must declare it to the College on the form available from the Registrar except for refreshments or a modest meal provided at a meeting to discuss College-related matters. See the form used to declare gifts at Appendix 6.

Council and Committee members should be careful not to refer to their position in a manner that might be seen to confer prestige or status to the member or to promote the member or the member's practice. For example, positions with the College should not be included in letterhead or signature blocks used by the Council or Committee member when not conducting official College business. Nor should the Council or Committee member's position be referred to in any advertisement of the member's practice or in any recruitment of staff for the member's business. However, there are some circumstances where it could be appropriate to mention the position. For example, in a resume or curriculum vitae that is not being used for obvious promotional purposes, one's position with the College could be listed as one of the person's community involvements.

Another area that is fraught with potential conflicts of interest is where a Council or Committee member runs for elected office. A number of concerns arise. The candidate may use his or her status as a Council or Committee member to promote his or her candidacy. There may also be

a perception that the Council or Committee member's position on issues at the College may be influenced by the candidate's political platform. Statements made by the candidate at Council or Committee meetings may be viewed as an attempt to gain profile for the election. Particularly in provincial and federal elections, the Ministers that the College deals with may interpret the candidate's (or even the College's) actions as having a partisan origin. Campaign statements made by the candidate could be seen as reflecting on how the person will vote on College matters. For these reasons the College has adopted the following policy:

a. Council or Committee members who have been nominated for public office should act carefully to avoid the perception that their nomination is influencing their activities at the College.

b. Once a provincial or federal election has officially begun, Council or Committee members who are candidates for public office shall withdraw from all College activities for the duration of the election other than completing hearings where the candidate is a panel member.

c. A Council or Committee member who is running for public office shall not mention their position with the College in their campaign platform but may refer to it in biography and past-experience materials.

d. A Council or Committee member who is elected to provincial or federal office shall immediately resign all positions with the College.

It would also be a conflict of interest for a Council or Committee member to assist others in their dealings with the College. Examples of assistance that are not permitted include helping an applicant apply for registration or a certificate of accreditation, respond to a complaint or investigation, prepare for a discipline or fitness to practise hearing or respond to inquiries from the quality assurance program. Even "behind the scenes" advice or informal counselling on these issues is inappropriate. Council or Committee members need to be particularly careful when their employer or an employee or colleague is dealing with the College and their job responsibilities would ordinarily involve participating in the matter. Where at all possible the Council or Committee member should transfer that responsibility to another person in their organization while on Council. If that is not possible, the Council or Committee member should avoid any appearance of trying to use their position to influence the College (e.g., all communications with the College should be in writing and not by a telephone call to a College staff person so that all that is communicated is transparent).

Part of the Council or Committee member's fiduciary obligation is to inform the College when the member receives information relevant to the College's mandate. For example, if a Council member learns that a Committee member has a significant, undeclared conflict of interest on an issue, the Council member must advise the appropriate College representative if the Committee member refuses to do so. Challenges arise when a Council or Committee member learns of the information in confidential circumstances (e.g., from a patient, at a confidential discussion with his or her employer). In those circumstances the Council or Committee member may need to seek assistance (e.g., by asking the Registrar to permit a College lawyer to discuss the case in a non-identifying manner).

The above are simply examples of common forms of conflicts of interest. There can never be an exhaustive list of conflicts of interest that a Council or Committee member may encounter. It is important to identify any circumstance where the Council or Committee member may face competing duties.

Where a Council or Committee member believes that he or she may have a conflict of interest in any decision or action by the Council or its Committees, he or she should:

(i)   consult, as needed, with the President, the Registrar or legal counsel[15]. If there is any doubt about whether he or she may have a conflict, the Council or Committee member should declare the information[16] to the Council or the Committee. The Council or Committee member should then accept Council's or the Committee's determination as to whether there is an appearance of a conflict;

(ii)   where there appears to be a conflict of interest, not take part in the discussion of, or vote on, any question in respect of the matter;

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[15] As a general principle, the proper channel of communication between Council and Committee members and College legal counsel is through the 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. It also promotes appropriate use of resources. Council or Committee members can retain their own legal counsel at their own expense. However, the *RHPA* then requires that the lawyer keep the information confidential.

[16] Declarations of conflicts of interest should be done in a way that does not taint other Council or Committee members. For example, if the conflict relates to possessing information about a party that taints the process, disclosure of the tainting information may disqualify other Council or Committee members.

(iii)   where there appears to be a conflict of interest, step out of the room from the portion of any meeting relating to the matter; and

(iv)   where there appears to be a conflict of interest, not attempt in any way to influence the discussion or voting on the matter.

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. The declaration and the notation in the minutes need not necessarily include all of the details, particularly where the Council or Committee member is not participating in the decision.

Each year Council and Committee members are requested to confirm their understanding of their duty to avoid conflicts of interest. See the Acknowledgement Regarding Fiduciary Duties form found in Appendix 1 to this Manual.

D. Confidentiality and Privacy

Every person involved in the governance and administration of the College are subject to stringent duties of confidentiality and privacy. The duty of confidentiality has three main goals:

1. To protect individuals from the inappropriate collection, use and disclosure of sensitive information about them. Often the College is dealing with unsubstantiated allegations which should not become public unless proven. In addition, people will be more candid with the College where they understand that the information is being used only to enhance practice and protect the public (e.g., the quality assurance program).

2. To prevent the tainting of the College processes by the inappropriate sharing of information. For example, Committees making decisions about members should enter the process with open minds and should base their decision only on the information officially put before them.

3. To facilitate the unconstrained exploration of all options without having to worry that members or the public will misinterpret the consideration of options that later prove to be inappropriate.

There are two main confidentiality provisions. 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. This includes information that is not personal in nature (e.g., policy proposals, administrative activities). The information can only be disclosed if one of the exceptions set out in subsection 36(1) applies. The main exception is that College information can be disclosed where it is necessary for the administration of the College's activities. For example, the ICRC can share its investigative file with an expert witness where it is necessary to obtain an independent expert opinion. A second common exception is where the information is already public under the *RHPA*. For example, information disclosed at an open Council meeting can be shared with others (subject to the "speaking with one voice" principle).

Other exceptions include: to other professional regulators (e.g., a College of Pharmacy in another province); if required by some other related statutes (e.g., the *Ontario Drug Benefit Act*); to a police officer related to an investigation into a member; to the person's own lawyer (e.g., to obtain legal advice about a conflict of interest); to confirm that there is an investigation related to

a prominent matter where disclosure that there is an investigation is in the public interest; if required under another statute (e.g., to report a child in need of protection under the *Child and Family Services Act*); where there is a significant risk of serious bodily harm (e.g., a complainant threatens to harm a College staff person); and with the written consent of the individual(s) involved. Disclosure under these exceptions is usually made through College staff and not directly by Council or Committee members.

In essence, disclosure is made only on a need-to-know basis. For example, Committee members who learn about a matter generally cannot reveal that information to other Council members who are not on the panel considering the case. There is usually no need for the other Council members to know of this information. Any such disclosure would be done through formal channels (e.g., by a referral by the ICRC to discipline). The need-to-know principle also means that Committee members are not told of irrelevant details (for example, an ICRC panel will usually not need to know the age of the member or what school the member went to).

The second series of confidentiality provisions relate to quality assurance information and are found in sections 83 and 83.1 of the *Code*. The concept is that all information about the member's practice is kept within the quality assurance program and is not shared with other College programs. This encourages members to be candid with the quality assurance program without fear that the information will then be used to discipline or otherwise prejudice the member. There are exceptions where the member is dishonest or fails to cooperate with the quality assurance program. There is another exception where the member has engaged in professional misconduct or is incompetent or incapacitated. But even here only the allegation can be raised; neither the ICRC nor any other Committee can use the evidence gathered by the quality assurance program to prove the allegations.

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 members. Transparency is an expectation of regulators in today's society. Conceptually, given the confidentiality provisions in the *[RHPA](#)*, all areas of transparency must be authorized by the *[RHPA](#)*. The authorized areas of transparency include the following:

- Council meetings must generally be public,
- Discipline hearings must generally be public,

- The public register (the contents of which are specified in part in the *Code* and the by-laws),

- The College's annual report to the Minister, and

- Matters permitted to be disclosed under the exceptions to confidentiality set out in subsection 36(1) of the *Code* (e.g., consultation processes undertaken in the course of administering the legislation).

It is a challenge for Council and Committee members and staff to balance their confidentiality duties and their transparency obligations. Staff can assist Council and Committee members in identifying what information must be kept confidential and what information can or should be made public.

Privacy is a distinct concept from confidentiality. Confidentiality is best seen as a legal obligation applicable to all College information unless an exception applies. Privacy, on the other hand, focuses on the rights of individuals to control their personal information. Privacy recognizes that individuals generally have the right to manage how others collect, use and disclose personal information about them. For example, in the practice context, patients "own" their personal health information and pharmacists and pharmacy technicians only have access to that information in order to serve the patient. The privacy concept has limited application to the College because its regulatory activities routinely require the College to collect, use and disclose personal information without the individual's consent, regardless of whether the affected individual is a pharmacist, a pharmacy technician, a patient or a third party. The College is not bound by privacy legislation and is authorized by its own enabling legislation to engage in activities that are contrary to usual privacy considerations.

However, the College voluntarily still tries to respect privacy principles to the extent it can. For example, the College has published a Privacy Code describing how and why it collects, uses and discloses personal information. The College commits to collecting, using and disclosing personal information only to the extent necessary to achieve its public interest mandate. The College undertakes to safeguard the personal information in its possession. The College also permits individuals to access their personal information in the College's files to the extent that such access is consistent with the College's regulatory mandate. Individuals can ask the College to correct inaccurate personal information about themselves. Finally, the College has an internal complaints process to review concerns about its privacy practices.

The duty of Council and Committee members to safeguard College information requires diligence. Inadvertent access to College information can arise whenever Council and Committee members access, print, copy, transport or retain College information. Identifying and preventing these risks is part of the orientation process for Council and Committee members. Council and Committee members are strongly encouraged to securely destroy (e.g., by cross-shredding of paper) or return College documents or personal notes made about College processes as soon as they are no longer needed. Retaining such information, whether in documentary form or on computers or other electronic devices, beyond the period in which they are needed for actual performance of College duties creates a significant risk of a confidentiality or privacy breach.

Each year Council and Committee members are requested to confirm their understanding of their confidentiality obligations. See the Acknowledgement Regarding Fiduciary Duties form found in Appendix 1 to this Manual.

E. Intellectual Property

Council and Committee members and staff respect the intellectual property of the College. College documents and artwork (e.g., the College logo, College letterhead) are used only to achieve the College's mandate. Council and Committee members and staff do not use the College's intellectual property for their own personal benefit (e.g., as curriculum for a privately offered continuing education course).

Of course there are some exceptions. For example, it is permissible for Council and Committee members and staff to use publicly available intellectual property in the same way as any other person outside of the College could (e.g., fair use, with full attribution, in a speech, article or presentation). Similarly, the Registrar could permit other organizations (e.g., another College, an educational program) to use College intellectual property as a template for their own public interest activities or to promote the goodwill and reputation of the College.

Council and Committee members and staff may help the College to create materials for the College's use (e.g., preparing a draft standard of practice or guideline). These activities are done on behalf of the College. Council and Committee members and staff thereby confer any intellectual property rights in those materials to the College. For example, a Committee member who had a major role in the drafting of a College guideline could not then assert that the College has no right to modify the draft guideline he or she prepared. To ensure that there is no dispute in this area, Council and Committee members are expected to sign annually the Acknowledgement Regarding Fiduciary Duties form waiving any intellectual property rights they may have in the work they do on behalf of the College. See Appendix 1 to this Manual.

F. Strategic Planning Process

A strategic plan is a leadership document that sets out the priorities and direction of the College for the future. While Council has the assistance of the Registrar and its Committees, Council has ownership of the strategic plan and is ultimately responsible for its implementation. This document is constantly evolving as the College's circumstances change and its development matures.

Throughout the years, the College Council has undertaken strategic planning sessions as a means of ensuring that Council has a shared vision for the future and to set the direction for action over the subsequent three to five years. The Planning Document is used to focus activity and ensure that the College is investing its efforts and resources in the areas identified as having highest priority.

The document captures the strategic directions; rationale, goal statements and measurable outcomes agreed to by Council during its strategic planning process and indicates Council's commitment to the goals and the broad framework for achieving those goals. It is implemented through an operational plan, the budget development process and all decisions made by Council.

At each regular Council meeting a report will be presented outlining the accomplishments against the plan during the previous period and confirming the action required for the coming period. Updated plans will be used to develop a budget each year which will then be presented to Council for approval annually.

G. Risk Management

Part of the governance responsibilities of the Council is to ensure that the College manages risk appropriately. In this context, risk management refers to addressing the risks that prevent the College from achieving its public protection goals. Council shares this responsibility with the Registrar.

The risk management process can be viewed as having five steps.

1. Identify the major areas of risk (e.g., internal such as governance and culture, operational, legal, financial, external) for the College.
2. Assess the consequences of each of those risks (e.g., how often those risks might occur and, if they do occur, how significant could the harm be to the organization).
3. Assess the College's tolerance for those risks and its current controls for managing those risks.
4. Choose a strategy for responding to each risk (e.g., prevention, minimize impact; accept the risk).
5. Monitor and report regularly (at least annually) with a view to updating the written risk management plan.

The Registrar will consolidate the College's risk management activities in a single, written Risk Management Plan (Appendix 9) . For the operational aspects of that plan the Registrar will report to the Council at a high level. The Registrar will also identify risks that would benefit from Council involvement (e.g., because a directional policy is needed). The Registrar will report to Council annually on the status of the College's risk management plan and any updating that is required.

One aspect of risk management that involves Council is the [Privacy Code](), which has been discussed above.

Another aspect of risk management that involves Council is human rights. There is an operational Human Rights Policy in respect of recruiting employees. Human Rights issues are part of the current training of the Council and Committees. Council and Committee members are

expected to be aware of and to respect human rights in all of their activities on behalf of the College. The applicable provision reads as follows:

> 6. Every person has a right to equal treatment with respect to membership in any trade union, trade or occupational association or self-governing profession without discrimination because of race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, gender identity, gender expression, age, marital status, family status or disability.[17]

Another aspect of risk management that involves Council is a workplace violence policy. The College has such a policy for its workplace in accordance with the legal requirement. In addition, the Code of Conduct for Council and Committee members addresses the need to avoid even the perception of verbal, physical or sexual abuse or harassment.

While the management of human resources is generally an operational function administered under the authority of the Registrar, the effective recruitment, training, supervision and retention of human resources is essential to the success of the College. As a result, the Registrar does provide high level reports to Council on significant human resource events and policy issues.

Succession planning is also a significant risk management issue. Succession planning for the Council officers (e.g., President, Vice-President and Past-President) and Committee composition and chairs is a Council responsibility. Council should regularly review whether it is properly balancing responsible planning with the democratic process in its selection of officers, Committee members and Committee chairs.

The other aspect of succession planning is to ensure that it has an orderly transition plan in the case of a sudden departure or incapacity of the Registrar and senior management. The College views this as primarily part of the Registrar's operational risk management duties. However, because of the importance of these positions to the orderly operation of the College, Council expects that it would be given a high level overview of that aspect of the operational risk management plan so that it can be reasonably assured that the College is still operational if there were two sudden departures in any one position.

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[17] *Human Rights Code*, R.S.O. 1990, c. H.1, as amended.

Another aspect of risk management that involves Council is ensuring the financial health of the organization. Council addresses this aspect through the Finance and Audit Committee which monitors regular financial statements including deviations from the College's budget, monitoring the preservation and investment of College assets including real estate, working with the external auditor, recommending continuing or changing the auditor and developing capital and operating budgets. The Finance and Audit Committee reports and makes recommendations to Council through the Executive Committee. Council has over the years made a number of directional policies related to financial health which have been collected for ready reference.

H. Rules of Order and Minutes of Meetings

Council operates under a tailored set of rules of order (see Appendix 2). For matters not addressed there, Roberts Rules of Order apply.

While the rules of order are not binding on Committees, they form the default approach that will be followed where more informal approaches are not effective.

The agenda for Council meetings is prepared by the President and the Registrar in consultation, where possible, with the Executive Committee. Other Committees may propose items for the agenda by submitting them to the Executive Committee. Individual Council members may propose items through the Executive Committee or, pursuant to section 5.1.11 of the by-laws, by submitting a notice of motion at a Council meeting for discussion at the next day that Council is meeting or by obtaining a two-thirds vote of Council to consider the motion at the same day that Council is meeting.

Council has developed an Agenda Screening Process tool to assist Council in evaluating what items warrant Council's attention and which do not. For example, it helps Council screen out items that are not within its mandate, do not warrant the use of precious Council meeting time or which are more appropriately dealt with by staff. A copy of the screening tool forms Appendix 3.

Council and Committee minutes are a compromise between the view that everything should be recorded[18] and that only the motions and action items should be recorded[19]. The approach is to record the general themes of the discussion without capturing every point made and generally without recording the identity of the speaker. If a Council or Committee member is concerned about the implications of a particular decision they can have their dissent recorded by name upon request.

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[18] Advocates of this position view the fuller record as providing evidence that due diligence was exercised when making a decision and assisting the Council or Committee in continuing a discussion with an effective reminder of the previous discussion.

[19] Advocates of this position view the fuller record as retaining excessive information and potentially providing unwarranted evidence (because comments by a Council member do not necessarily reflect the views of Council as a whole) to support challenges of the decision (which may otherwise be protected by the presumption of regularity).

I. Expenses, Fees and Honoraria

The expenses, fees and honoraria for public members of Council are addressed in government policy. The College pays the expenses of professional members of Council and Committees.

A governance aspect of this issue is who approves the claims? Having the Registrar approve claims that have a discretionary element to them (e.g., first class seating, higher quality meals for special meetings) places the Registrar in a difficult position with the people that he or she reports to. Having Council officers approve the claims reduces the accountability for those approvals. For those reasons, the College has chosen the approach of having a fairly objective expense policy that involves minimal discretion.

The Colleges expense policies also address the attendance of Council and Committee members at regulatory conferences (e.g., CLEAR, CNNAR, SOAR). These are distinct from Committee training sessions, like the FHRCO discipline training sessions. Regulatory conferences do not include professional conferences for practitioners. College policies provide for the Council officers (e.g., the President) to attend regulatory conferences as a part of their education and training. The President, or his or her designate, may also attend other national or international conferences which would confer a material benefit to the College if approval is given by the Executive Committee.[20] In addition, two professional members[21] of Council may attend each recognized regulatory conference held in Ontario (maximum reimbursement for acceptable expenses per attendee per conference will be set from time to time by Council). If more than two professional members of Council wish to attend a particular regulatory conference, the President shall draw two names by lot.

A staff person administers expense claims according to the written policies. If there are any disagreements with the staff person's interpretation of the policy, the Chair of the Finance and Audit Committee shall make the final determination. Travel and other expenses of the Registrar are reviewed by the President to ensure accountability.

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[20] Generally economy seating only is provided except for flights that are more than six hours, in which case business class is available.

[21] Attendance at conferences by public members is governed by Ministry policies.

J. Liability of Council and Committee Members

Section 38 of the *RHPA* provides immunity for Council and Committee members (and College staff and appointees) 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 Council 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, conflict of interest) or taking action for an ulterior purpose (e.g., personal benefit rather than the public interest). For example, enacting a conflict of interest rule with the purpose of limiting competition for members and not to protect the public is a demonstration of bad faith. In one Supreme Court of Canada case a regulator who persistently failed to act on multiple complaints by a client of a member was found to have acted in bad faith when that client was harmed by the actions of that member. However, subsequent cases have indicated that bad faith for serious carelessness and recklessness will be rare and confined to those sorts of acts.[22]

The College carries liability insurance for its Council and Committee members. In addition, it is the College, rather than individual Council or Committee members that will most often be sued.

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[22] *Finney v. Barreau du Québec*, 2004 SCC 36, *D'Souza v. Linton*, 2012 ONCA 11.

5. Conclusion

The governance of the College is based on the principle that all those involved in the College's activities have a clear, shared understanding of their role and the role of others in the organization. This Manual describes the leadership role of the Council, how Committees, individual Council members and the Registrar relate to the Council and the Council's delegation of operational matters to the Registrar and College staff.

Supporting the College's governance choices, this Manual contains specific guidance on recurring issues such as external communications, conflicts of interest, confidentiality, strategic planning and risk management.

Additional sources of information that further elaborate on aspects of governance include the statutes that apply to the College (*Regulated Health Professions Act*,*1991, Pharmacy Act, Drug and Pharmacies Regulation Act*), the by-laws of the College and the policies made by the College.

The College provides significant orientation for new Council and Committee members on all aspects of their role, including governance, and ongoing educational activities throughout their service with the College.

Appendix 1

Acknowledgement Regarding Fiduciary Duties (For Council and Committee Members)

Code of Conduct

I acknowledge that I have received and read the Code of Conduct as well as the College's policy on Harassment and that I understand their contents.

Confidentiality

I have read and understand the policies and procedures of the College with respect to confidentiality as well as section 36 and subsection 40(2) of the *Regulated Health Professions Act, 1991* and sections 83 and 83.1 of the *Health Professions Procedural Code* (attached). In the event that I have any doubt about my duties and obligations with respect to confidentiality, I will seek clarification from the Registrar, President, or any other person identified for this purpose in College documentation.

I acknowledge that the information and documents obtained by me in the course of my duties as a Council and/or Committee member are confidential and that I am required to preserve confidentiality with respect to all matters that come to my knowledge in the course of my duties unless an exception in the *RHPA* applies (e.g., the information has already been made public). When my term as a Council and/or Committee member expires, I will either return the confidential materials to the College or securely destroy them.

Conflicts of Interest

I acknowledge that as a Council and/or Committee member I owe a duty of good faith to the College and its objects, which includes an obligation to act in the public interest. I am to perform my duties and any work undertaken on behalf of the College in a manner that promotes and protects the public interest.

I acknowledge that an actual or perceived conflict of interest can undermine confidence in the College and its ability to fulfill its public interest mandate. I have read and understood the College's by-laws and conflict of interest policies. I will take all reasonable steps to avoid any actual or perceived conflict of interest from arising and, if one cannot be avoided, I will declare

any real, perceived or potential conflict of interest and will remove myself from any consideration of a matter in which there is a conflict of interest. To assist in avoiding conflicts of interest, I acknowledge that there is an employment and professional affiliations form provided by the Registrar for me to fill out.

Intellectual Property

I acknowledge and agree that the materials and other work product that I create while acting on behalf of the College, are for the College to use, including to change and adapt them.

Therefore, in order to serve as a Council and/or Committee member, and for other good and valuable consideration, I acknowledge and agree that I am waiving any rights, including moral rights, that I may have in such materials and work product and further acknowledge and agree that I am assigning to the College either an irrevocable, worldwide, no cost licence to use the materials and work product or the ownership, including all titles, interests and intellectual property rights, related to the materials and other work product that I create while acting on behalf of the College.

By-Laws

I acknowledge that the College's by-laws address my duties as a Council and/or Committee member including the options available should I fail to fulfill my obligations.

Term

I acknowledge that this Acknowledgment applies until my term as a Council and/or Committee member expires but that my agreements and obligations with respect to confidentiality and intellectual property continue beyond that time.

Confidentiality Provisions in the RHPA and the Code (Excerpts)

Confidentiality

36. (1) Every person employed, retained or appointed for the purposes of the administration of this Act, a health profession Act or the *Drug and Pharmacies Regulation Act* and every member of a Council or committee of a College shall keep confidential all information that comes to his or her knowledge in the course of his or her duties and shall not communicate any information to any other person except,

(a) to the extent that the information is available to the public under this Act, a health profession Act or the *Drug and Pharmacies Regulation Act*;

(b) in connection with the administration of this Act, a health profession Act or the *Drug and Pharmacies Regulation Act*, including, without limiting the generality of this, in connection with anything relating to the registration of members, complaints about members, allegations of members' incapacity, incompetence or acts of professional misconduct or the governing of the profession;

(c) to a body that governs a profession inside or outside of Ontario;

(d) as may be required for the administration of the *Drug Interchangeability and Dispensing Fee Act*, the *Healing Arts Radiation Protection Act*, the *Health Insurance Act*, the *Independent Health Facilities Act*, the *Laboratory and Specimen Collection Centre Licensing Act*, the *Ontario Drug Benefit Act*, the *Coroners Act*, the *Controlled Drugs and Substances Act* (Canada) and the *Food and Drugs Act* (Canada);

(e) to a police officer to aid an investigation undertaken with a view to a law enforcement proceeding or from which a law enforcement proceeding is likely to result;

(f) to the counsel of the person who is required to keep the information confidential under this section;

(g) to confirm whether the College is investigating a member, if there is a compelling public interest in the disclosure of that information;

(h) where disclosure of the information is required by an Act of the Legislature or an Act of Parliament;

(i) if there are reasonable grounds to believe that the disclosure is necessary for the purpose of eliminating or reducing a significant risk of serious bodily harm to a person or group of persons; or

(j)   with the written consent of the person to whom the information relates. 2007, c. 10, Sched. M, s. 7 (1).

Reports required under Code

(1.1) Clauses (1) (c) and (d) do not apply with respect to reports required under section 85.1 or 85.2 of the Code. 1993, c. 37, s. 1. 1998, c. 18, Sched. G, s. 7 (2).

Definition

(1.2) In clause (1) (e),

"law enforcement proceeding" means a proceeding in a court or tribunal that could result in a penalty or sanction being imposed. 1998, c. 18, Sched. G, s. 7 (2); 2007, c. 10, Sched. M, s. 7 (2).

Limitation

(1.3) No person or member described in subsection (1) shall disclose, under clause (1) (e), any information with respect to a person other than a member. 1998, c. 18, Sched. G, s. 7 (2); 2007, c. 10, Sched. M, s. 7 (3).

No requirement

(1.4) Nothing in clause (1) (e) shall require a person described in subsection (1) to disclose information to a police officer unless the information is required to be produced under a warrant. 1998, c. 18, Sched. G, s. 7 (2); 2007, c. 10, Sched. M, s. 7 (4).

Confirmation of investigation

(1.5) Information disclosed under clause (l) (g) shall be limited to the fact that an investigation is or is not underway and shall not include any other information. 2007, c. 10, Sched. M, s. 7 (5).

Not compellable

(2) No person or member described in subsection (1) shall be compelled to give testimony in a civil proceeding with regard to matters that come to his or her knowledge in the course of his or her duties. 1991, c. 18, s. 36 (2).

Same

(2) Every individual who contravenes section 31, 32 or 33 or subsection 34 (2), 34.1 (2) or 36 (1) is guilty of an offence and on conviction is liable to a fine of not more than $25,000 for a first offence and not more than $50,000 for a second or subsequent offence. 2007, c. 10, Sched. M, s. 12.

Confidentiality of information

83. (1) Except as provided in section 80.2 and in this section, the Quality Assurance Committee and any assessor appointed by it shall not disclose, to any other committee, information that,

(a)   was given by the member; or

(b)   relates to the member and was obtained under section 82. 1991, c. 18, Sched. 2, s. 83 (1); 2007, c. 10, Sched. M, s. 59 (1).

Exception if member gave false information

(2) Where relevant to a proceeding before a committee, information described in subsection (1) may be disclosed to that committee for the purpose of showing that the member knowingly gave false information to the Quality Assurance Committee or an assessor. 2007, c. 10, Sched. M, s. 59 (2).

Use in other Committees

(4) Information that was disclosed contrary to subsection (1) shall not be used against the member to whom it relates in a proceeding before the Discipline or Fitness to Practise Committees. 1991, c. 18, Sched. 2, s. 83 (4).

Quality assurance and other information

83.1 (1) In this section,

"disclose" means, with respect to quality assurance information, to provide or make the information available to a person who is not,

  (a) a member of the Quality Assurance Committee,

  (b) an assessor appointed by the Committee, a person engaged on its behalf such as a
        mentor or a person conducting an assessment program on its behalf, or

  (c) a person providing administrative support to the Committee or the Registrar or the
        Committee's legal counsel,

  and "disclosure" has a corresponding meaning; ("divulguer", "divulgation")

"proceeding" includes a proceeding that is within the jurisdiction of the Legislature and that is
   held in, before or under the rules of a court, a tribunal, a commission, a justice of the peace, a
   coroner, a committee of a College under the *Regulated Health Professions Act, 1991*, a
   committee of the Board under the *Drugless Practitioners Act*, a committee of the College
   under the *Social Work and Social Service Work Act, 1998*, an arbitrator or a mediator, but
   does not include any activities carried on by the Quality Assurance Committee; ("instance")

"quality assurance information" means information that,

  (a) is collected by or prepared for the Quality Assurance Committee for the sole or primary
        purpose of assisting the Committee in carrying out its functions,

(b) relates solely or primarily to any activity that the Quality Assurance Committee carries on as part of its functions,

(c) is prepared by a member or on behalf of a member solely or primarily for the purpose of complying with the requirements of the prescribed quality assurance program, or

(d) is provided to the Quality Assurance Committee under subsection (3),

 but does not include,

(e) the name of a member and allegations that the member may have committed an act of professional misconduct, or may be incompetent or incapacitated,

 (f) information that was referred to the Quality Assurance Committee from another committee of the College or the Board, or

(g) information that a regulation made under this Code specifies is not quality assurance information and that the Quality Assurance Committee receives after the day on which that regulation is made; ("renseignements sur l'assurance de la qualité")

"witness" means a person, whether or not a party to a proceeding, who, in the course of the proceeding,

(a) is examined or cross-examined for discovery, either orally or in writing,

(b) makes an affidavit, or

(c) is competent or compellable to be examined or cross-examined or to produce a document, whether under oath or not. ("témoin") 2004, c. 3, Sched. B, s. 11 (2).

Conflict

(2) In the event of a conflict between this section and a provision under any other Act, this section prevails unless it specifically provides otherwise. 2004, c. 3, Sched. B, s. 11 (2).

Disclosure to Quality Assurance Committee

(3) Despite the *Personal Health Information Protection Act, 2004*, a person may disclose any information to the Quality Assurance Committee for the purposes of the committee. 2004, c. 3, Sched. B, s. 11 (2).

Quality assurance information

(4) Despite the *Personal Health Information Protection Act, 2004*, no person shall disclose quality assurance information except as permitted by the *Regulated Health Professions Act, 1991*, including this Code or an Act named in Schedule 1 to that Act or regulations or by-laws made under the *Regulated Health Professions Act, 1991* or under an Act named in Schedule 1 to that Act. 2004, c. 3, Sched. B, s. 11 (2).

Non-disclosure in proceeding

(5) No person shall ask a witness and no court or other body conducting a proceeding shall permit or require a witness in the proceeding to disclose quality assurance information except as permitted or required by the provisions relating to the quality assurance program. 2004, c. 3, Sched. B, s. 11 (2).

Non-admissibility of evidence

(6) Quality assurance information is not admissible in evidence in a proceeding. 2004, c. 3, Sched. B, s. 11 (2).

Non-retaliation

(7) No one shall dismiss, suspend, demote, discipline, harass or otherwise disadvantage a person by reason that the person has disclosed information to the Quality Assurance Committee under subsection (3), but a person may be disciplined for disclosing false information to the Committee. 2004, c. 3, Sched. B, s. 11 (2).

Immunity

(8) No action or other proceeding may be instituted against a person who in good faith discloses information to a Quality Assurance Committee at the request of the Committee or for the purposes of assisting the Committee in carrying out its functions. 2004, c. 3, Sched. B, s. 11 (2).

Appendix 2

Rules of Order of the Council

1. Each agenda topic shall be introduced briefly by the person or Committee representative raising it. Council Members may ask questions of clarification, then the person introducing the matter shall make a motion and another Council Member must second the motion before it can be debated.

2. When any Council Member 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 Council meeting are not allowed to speak to a matter that is under debate.

5. A Council Member may not speak again on the debate of a matter until every other Council Member 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. Council Members shall not speak to a matter more than twice without the permission of the presiding officer.

6. No Council Member may speak longer than five (5) minutes upon any motion except with the permission of Council.

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 Council 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 Council 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 Council Member shall enter or leave the Council room, and no further debate is permitted.

11.   No Council Member is entitled to vote upon any motion in which he or she has a conflict of interest, and the vote of any Council Member so interested shall be disallowed.

12.   Any motion decided by the Council shall not be re-introduced during the same meeting except by a two-thirds vote of the Council Members then present and eligible to vote.

13.   Whenever the presiding officer is of the opinion that a motion offered to the Council 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 Council 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 Council requires strict adherence.

16.   Council Members are not permitted to discuss a matter with observers while it is being debated including during any recess of the debate.

17.   Council Members and others present in the room shall turn off cell phones or put them on vibrate during Council meetings and, except during a break in the meeting, shall not use a cell phone, blackberry or other electronic device. Laptops shall only be used during Council 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. Council Members 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 Council, 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.

Appendix 3

Agenda Screening Process Tool

Question #1: Is the proposed agenda item directly related to College's role and functions?

If it does not have anything to do with…:

- Compliance with its legislated mandate or fulfilling legislated responsibilities
- Advancing the strategic goals of the College
- 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 "Action 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 (how the Board operates vs. the CPBC organization)
- The Board's relationship with the Registrar (its sole employee) and his/her ability to manage the organization

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

If the item "passes" the screen, proceed to question #2.

Question #2: Whose issue is it?

- Board's (strategy and policy)
- 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 said anything about this issue in its established policies or recent meetings?

Yes_____ No_____

If yes, proceed to question #4.

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.

Appendix 4

Legislative Objects of the College

Section 3 of the *Code* reads as follows (the highlighted portions were added in 2009):

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 (the highlighted portion was added in 2009):

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.

Appendix 5

In Camera Council Discussions

This appendix describes the requirements and procedures for an in camera (closed door) discussion at a Council meeting. In order to promote transparency of directional policy discussions, the *RHPA* requires Council to have its meetings open to the public. Only in certain circumstances where the harm that might be created by a public discussion of the issue outweighs the benefits of transparency can the meeting be closed to the public.

A decision to close the meeting to the public has to relate to a specific agenda item. An in camera discussion is not an acceptable agenda item on its own. Closing the meeting to the public is a procedural step within the discussion of a substantive agenda item. It is like asking for a recorded vote. There must first be something to vote on before this request can be made. Thus if a topic is to be discussed at a closed meeting, that topic must first be placed on the agenda (albeit worded in a neutral fashion, such as "personnel matter").

Under section 7 of the *Health Professions Procedural Code* ("*Code*") set out below, Council can only close the discussion to the public if certain matters are being discussed. Those matters are:

i. public security

ii. sensitive financial or personal matters

iii. topics that may prejudice civil or criminal litigation

iv. personnel

v. acquisition of property

vi. legal advice or

vii. a motion to close the meeting (i.e., to go in camera).

Even if those matters are being discussed, the Council meeting should not be automatically closed to the public. Only where the content of the discussion is likely going to cause prejudice that outweighs the benefits of transparency would the meeting be closed to the public. If the prejudice could be addressed by allowing the public to attend the meeting but banning publication of the discussion, then that order should be made.

The procedure for closing a Council meeting to discuss an item is as follows:

i. The topic must first be placed on the agenda of the Council meeting in the usual way in accordance with the by-laws.

ii. The President announces that agenda topic.

iii. A Council member moves and another Council member seconds a motion to have the discussion in camera or in the absence of the public. The mover should identify which of the grounds for going in camera listed above applies (e.g., to receive legal advice; the topic deals with a personnel matter).

iv. Council debates the motion. If the debate is risking the disclosure of the sensitive information itself, a motion is made and seconded to discuss the motion to close the meeting in the absence of the public. That motion, after any discussion on just that motion, is voted on first.

v. Council votes on whether to discuss the agenda topic in the absence of the public.

vi. If Council votes on closing the meeting for that agenda topic the President asks everyone to leave the Council chamber other than Council members and any staff or external consultants essential to the discussion of the agenda topic. The President should provide an estimate as to when the meeting will again be open to the public.

vii. The meeting secretary records the results of motion to go in camera being sure to include the grounds or reason why Council determined the meeting should be closed to the public.

viii. At the conclusion of the closed door discussion Council agrees on what, if anything, will be said publicly when the meeting is opened again to the public. Contrary to some popular views, votes on motions can be held in camera where the subject matter requires (e.g., to instruct legal counsel to do x, y and z). Also, Council is not obliged to explain to the public the outcome of the closed meeting discussion, although it is often a good idea to do so.

ix. A motion is made, seconded, debated and approved to end the closed meeting discussion and to return to a public meeting for the next items on the agenda.

Section 7 of the *Code* reads as follows:

Meetings

7. (1) The meetings of the Council shall be open to the public and reasonable notice shall be given to the members of the College, to the Minister, and to the public.

Exclusion of public

(2) Despite subsection (1), the Council may exclude the public from any meeting or part of a meeting if it is satisfied that,

(a) matters involving public security may be disclosed;

(b) financial or personal or other matters may be disclosed of such a nature that the harm created by the disclosure would outweigh the desirability of adhering to the principle that meetings be open to the public;

(c) a person involved in a criminal proceeding or civil suit or 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 Council will deliberate whether to exclude the public from a meeting or whether to make an order under subsection (3).

Orders preventing public disclosure

(3) In situations in which the Council may exclude the public from meetings, it may make orders it considers necessary to prevent the public disclosure of matters disclosed in the meeting, including banning publication or broadcasting of those matters.

Grounds noted in minutes

(4) If the Council excludes the public from a meeting or makes an order under subsection (3), it shall have its grounds for doing so noted in the minutes of the meeting

Appendix 6

Declaration of Gifts with Personal Benefits

In accordance with College policy, "Declaration of Gifts and Personal Benefits" is required to be filed by all Council members.

Gifts and Benefits

1.   A member of Council or of a committee shall not solicit or accept money, gifts or other benefits for performing acts related to the member's official position at the College.

2.   A member of Council or of a committee shall not solicit or accept a monetary honorarium for giving a speech or participating in a conference as a representative of the College. However, mementos of nominal value may be accepted. **Mementos accepted by members must be reported to the College.**

3.   A member of the Council or of a committee may accept reasonable customary hospitality (e.g. meals, tickets to events) from consultants, suppliers and other persons doing business with the College. Hospitality shall not be knowingly accepted from consultants, suppliers or other persons seeking to do business with the College. Hospitality shall not be knowingly accepted from individuals involved in College proceedings (e.g. applicants for registration, members involved in proceedings related to removal of accreditation, complaints, discipline, and incapacity).

To: Registrar

From: _____

                    Please print name

Date:

I have received the following gift/benefits and the name of the donor, the nature and value (if known) of the gift or benefit as well as the circumstances under which it was received is also indicated.

Please submit this declaration as soon as possible following the receipt of a gift or personal benefits.

Council and Council Member Evaluation

Introduction

Council leads and directs the College. Council leadership includes making directions policy for the College. Council provides the strategic direction of the College and ensures that the College regulates the profession and pharmacies in the public interest.

The purpose of this evaluation tool is to assist Council to:

- understand and recognize what is working well; and
- identify areas for improvement

It is intended that the results of this evaluation will be reviewed by the President who will prepare a final report, with recommendations for discussion by Council at the next meeting.

You are encouraged to complete the questionnaire, which is structured in two parts:

PART 1 – Council Evaluation
PART 2 – Individual Council Member Assessment

Both parts of the questionnaire are to be completed and forwarded to the Council and Executive Liaison who will collate the results into a document for the President.

PART 1 – COUNCIL EVALUATION

Council leadership and direction can be portrayed as follows:

- Strategic Planning
- Making directional policies and decisions
- Communications
- Directing the Registrar
- Directing Committees
- Monitoring College performance

PART 1 – COUNCIL EVALUATION

Rating Scale:

Please rate Council's performance against the following criteria by placing an **X** under the appropriate box.

Note: Additional comments are welcome

	Assessment Criteria	Not able to comment	Met	Partially met	Not met
Leadership: **A. Strategic Planning — Council's activities and duties include:**					
1.	Developing the plan				
2.	Receiving implementation reports at each Council meeting				
3.	Reviewing the plan annually				
B. Making directional policies and decisions — Council activities and duties include:					
4.	Making new directional policies				
5.	Responding to the Minister and other external inquiries				
6.	Amending regulations				
7.	Amending by-laws				

	Assessment Criteria	Not able to comment	Met	Partially met	Not met
8.	Reviewing directional policies, regulations and by-laws regularly				
C. Communications — Council activities and duties include:					
9.	Consulting on all regulation amendments and significant by-laws and directional policies				
10.	Directing the maintaining of the public register and the statutorily required website				
11.	Overseeing the College's communications strategies				
12.	Having regular meetings with the OPA				
13.	Directing participation in FHRCO, AGRE and similar organizations				
14.	Participating in NAPRA				
15.	Meeting as required with other stakeholders (e.g., Ministry)				
Direction: **A. Directing the Registrar — Council's activities and duties include:**					
16.	Hiring the Registrar*				
17.	Approving the Registrar's job description*				
18.	President receives regular updates from the Registrar*				
19.	Receiving the Registrar's report at each Council meeting				
20.	Conducting the annual performance appraisal				
21.	Receiving reports on staff succession planning*				
B. Directing Committees — Council's activities and duties include:					
22.	Setting terms of reference for each Committee				
23.	Receiving reports from the "four pillars" at each Council meeting				

* - not applicable during this evaluation period

	Assessment Criteria	Not able to comment	Met	Partially met	Not met
24.	Reviewing key performance indicators / Committee metrics at each Council meeting				
25.	Reviewing key performance indicators / Committee metrics at each Council meeting				
26.	Considering the annual report from each Committee				
27.	Conducting the annual succession planning and appointment process				
C. Monitoring College performance — Council's activities and duties include:					
28.	Conducting SWOT analysis during strategic planning performance				
29.	Receiving quarterly and annual financial statements and annual financial audit				
30.	Approving the terms of reference for the annual report to the Minister				
31.	Receiving the annual report to the OFC				
32.	Conducting environmental scanning through the Registrar				
Additional Comments:					

List the top three priorities requiring attention in order for Council to function more effectively:

1.

2.

3.

PART 2 – INDIVIDUAL COUNCIL MEMBER ASSESSMENT

Individual Council Members are expected to actively participate in Council meetings and other council activities (including serving on committees) to help Council fulfill its mandate.

The Code of Conduct is a crucial description of the role of individual Council members. Other principles described in the Code of Conduct include that Council members need to do the following:

- focus on the public interest objects of the College in all activities,
- use information only for College purposes and to respect confidentiality,
- practice collaboration and at an appropriate level of collegiality,
- ensure that decisions are made for the benefit of the public as a whole, without conflict of interest,
- publicly support the decisions of the Council

Rating Scale:

Please complete the following part by placing an **X** under the appropriate box. There is also an opportunity to provide additional comments you deem are pertinent to your assessment at the end of this questionnaire.

	Assessment Criteria	Not able to comment	Met	Partially met	Not met
1.	I clearly understand that the focus of my activities is on the public interest objects of the College				
2.	I understand and support the strategic direction and goals of the College				
3.	I have read the College's most recent strategic plan				
4.	I have reviewed the strategic framework developed by staff to implement key goals and the strategic plan for the College				
5.	I have read and understand my role and responsibilities as set out in the Governance manual, the Code of Conduct and the by-laws				

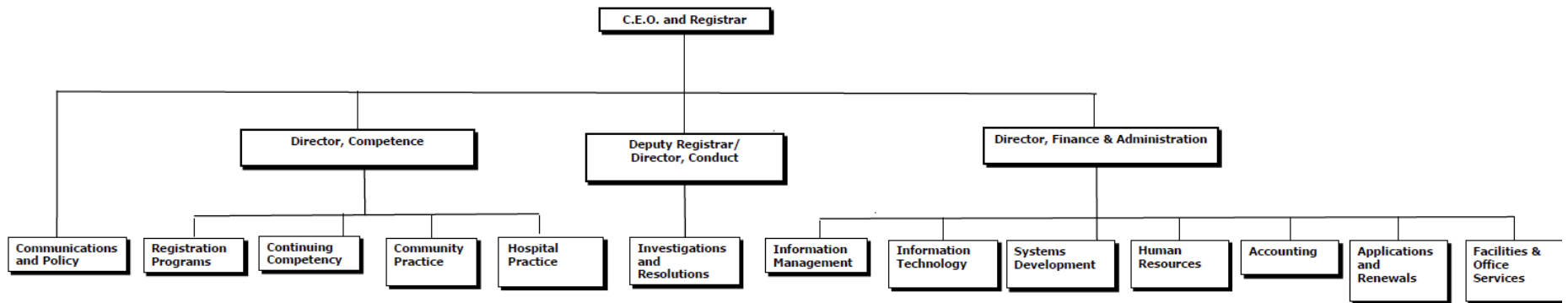|	**Assessment Criteria**	**Not able to comment**	**Met**	**Partially met**	**Not met**
6.	I have attended Council meetings regularly				
7.	I attend Council meetings adequately prepared, having read the agenda and supporting documentation				
8.	I have attended most of the meetings of committees on which I serve				
9.	I declare professional and personal conflicts that would jeopardize my ability to act in the best interest of the College				
10.	I support the decisions and policies of the Council when communicating to others regardless of how I have voted on these matters				
11.	I do not disclose information from "in camera" discussions that occur at Council or committee meetings				
12.	I do not make use of information I acquired by virtue of my position on Council for personal gain				
13.	I do not use my position on Council to promote my personal, professional or business interests				
14.	At all times, I avoid any conduct that impairs the ability of the Council or its committees to perform their functions or to enjoy the confidence of the public or the government				
15.	I publicly support the decisions of Council				
16.	I actively get to know the other members of Council, members of committees on which I sit, and College staff with whom I work often				
17.	I understand the role and responsibilities of the Registrar				
18.	I understand the role and responsibilities of the College staff and understand that they do not work for individual Council members				
19.	If I have a concern about the Registrar or a staff member I know the appropriate course of action to address my concern				
20.	I express myself effectively on issues to further discussion at Council and Committee meetings				

	Assessment Criteria	Not able to comment	Met	Partially met	Not met
21.	I can ask tough questions in a diplomatic manner when the need arises				
22.	I am comfortable listening to opinions contrary to my own				
23.	I am able to state my disagreement with a policy or decision at a Council meeting				
Additional Comments:					

Appendix 8

Organizational Chart

Updated
April 2016

ORGANIZATION CHART

C.E.O. and Registrar

Director, Competence

Deputy Registrar/
Director, Conduct

Director, Finance & Administration

Communications and Policy

Registration Programs

Continuing Competency

Community Practice

Hospital Practice

Investigations and Resolutions

Information Management

Information Technology

Systems Development

Human Resources

Accounting

Applications and Renewals

Facilities & Office Services

Appendix 9

Risk Management Plan

Risk Management Plan

Change Creates Opportunity
Opportunity Creates Risk
Optimized Risk Creates Value

If we only have a compliance focus, we will miss opportunity.

Version date: February 29, 2016

Ontario College of Pharmacists
Risk Management Report – March 2016

In accordance with the expectations outlined in the Council Governance Manual, a Risk Management Plan was created by staff and reported to Council by the Registrar in the spring of 2015. As indicated in the manual, the Registrar is to report to Council annually on the status of the risk management plan and any updating that is required. The plan was recently reviewed to confirm that it continues to represent the philosophy, intentions and high level activity undertaken to manage risks to the College and its operations. That said, over the past year there has been activity by staff, management, executive, Council and committees that contribute to risk mitigation and management. This report captures that that activity.

<u>Overview</u>

While the College's Risk Management Plan in its entirety follows, the philosophy, goals and approach are repeated below for guidance on this Risk Management Report:

Risk Management Philosophy
The College has embraced a collaborative, strategic approach to risk management, which includes identifying and addressing the threats and opportunities the organization faces. The views and participation of personnel at all levels of the organization, including Council, will be sought as the College identifies risk management priorities and implements strategies for modifying, retaining and/or financing risk. This collaborative effort will culminate in the creation of a Risk Management Plan. The Plan will be reported to Council annually.

Risk Management Goals
Any and all risk management activities should be designed to enable, rather than impede the mission of Ontario College of Pharmacists.

Approach to Risk Management
The College takes a multi tiered approach to risk management:
  - *Strategic - organization-wide*

- *Operations - statutory obligation (committee and/or program)*
- *Operations – corporate services and support*

The Registrar/CEO works with the various entities in the organization to identify and evaluate risks and create appropriate risk management plans. Working together, these leaders develop protocols, program standards, policies and incident response plans.

Activity, 2015 – 2016

Strategic – Organization Wide

- In response to government and societies expectations for greater transparency College Council approved by-laws that enhanced information on members and College processes available to the public to assist them with making informed choices about their pharmacy professional as a health care provider. Redesigned public register to improve access to expanded information.
- Council and Committee orientations were revised to reflect the increased emphasis on transparency.
- In response to changes to legislation respecting contact with government officials the Registrar registered as an in-house lobbyist to mitigate any potential legal and ethical risks and demonstrate the College's commitment to transparency and accountability.

Operations, Statutory Obligations (Committees/Programs)

- Risk frameworks were introduced to help provide consistency in rationale behind College/committee decisions.
- Increased statistical reporting being provided to committees to aid in assessing effectiveness.
- Advanced/specialized training for Discipline and Fitness to Practise committee members in recognition of increased complexity.
- Entry to practice program elements being revised to maintain relevance and comply with Fair Access practices.
- Solutions sought to expand the pool of public participants available to serve on adjudicatory committees to ensure the public voice is considered.

- Finance and Audit Committee policy on Contracts amended to require two signatures on contracts with values exceeding 1% of budget.
- Regular reports to Finance and Audit Committee on investment position of reserve and surplus funds introduced (posted with internal statements to the Virtual boardroom for all Council to view).

Operations, Corporate Services and Support

Staff Operations

- All employment policies reviewed and revised to ensure they align with the College's values and comply with provincial and federal employment laws. All policies are published to a newly developed intranet site to improve access and clarity.
- An organization wide Job Evaluation process was undertaken to confirm internal and external market comparability and relative titling and compensation. All job descriptions revised to provide clarity.
- Staff and Council completed Workplace Violence and Harassment Training to refresh their understanding and obligation to adhere to Human Rights Code re discrimination, increase awareness and adherence to *Occupational Health and Safety Act* (OHSA) and Ministry of Labour regarding health and safety of workers.
- Information and training sessions delivered to staff on the *Access for Ontario's with Disabilities Act* (AODA), Integrated Accessibility Standards that identify, remove and prevent barriers for people with disabilities.
- Organization wide Continuous Quality Improvement (CQI) initiative highlighted improved work process and department structures to increase effectiveness, timeliness and accountability (Applications & Renewals (formerly Client Services), and Investigations and Resolutions).
- Pension Committee, constructed in accordance with Capital Accumulation Plan (CAP) guidelines, reviewed fund performance and recommended changes to asset mix. Education sessions delivered to plan members.

Financial Management

- Turnaround time for processing public member expense reimbursement greatly reduced through revised work flow.

- Protocols in place and audited for compliance to ensure authorization of expenditures are in accordance with expense authorization matrix regardless of method of payment – Electronic Funds Transfer (EFT), cheque or credit card.

- Other fraud protection procedures include: discontinuance of window envelopes, regular monitoring and account reconciliation, segregation of duties, positive pay and payee match services, secured cheque stock and credit card information protection protocols.

Technology and Information Management

- External IT Security Threat Assessment commissioned to examine effectiveness of existing protocols and identify areas for improvement.

- Clarification of rules respecting access, preservation, destruction of committee material due to the need to make information downloadable and printable to support decision writing by committee members.

- Web content improved to clarify information on College processes.

- Revised the redaction policy to protect personal information when publishing notices of hearings, decisions, etc. on the website.

- Website use policy added to inform on use of data collected on users through social media and website tools.

Facility/Site Safety and Security

- Recommendations from the Joint Health and Safety Committee (JHSC) implemented to improve safety and security – parking area and walkway lighting, parking lot posts, stairwell mirrors.

- JHSC concerns on use of basement office investigated; fire rated door and self closure installed on electrical room.

- Electric heat cables installed in soffits above the driveways to minimize the build up of icicles that pose a safety risk.

- Baseboard heaters were installed and pipes insulated behind the elevator shaft to minimize the recurrence of pipes freezing and bursting causing flooding.

Emergency Response Planning and Crisis Management

- Real life emergency in the form of basement flooding caused by burst pipes following an extreme freeze tested the Emergency Response Plan (ERP) and general strategy for business continuity. Experience identified need to adhere to communication protocol but otherwise recovery system and business continuity well proven.

Insurance Program

- Protection against cyber attack added as an area of coverage under the comprehensive general liability provisions.

Risk Management Plan

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Section 1 - Risk Management Program

Risk Management Philosophy

The College has embraced a collaborative, strategic approach to risk management, which includes identifying and addressing the threats and opportunities the organization faces. The views and participation of personnel at all levels of the organization, including Council, will be sought as the College identifies risk management priorities and implements strategies for modifying, retaining and/or financing risk. This collaborative effort will culminate in the creation of a *Risk Management Plan*. The Plan will be reported to Council annually.

Risk Management Goals

Any and all risk management activities should be designed to enable, rather than impede the mission of Ontario College of Pharmacists.

Approach to Risk Management

The College takes a multi tiered approach to risk management:

- Strategic - organization-wide
- Operations - statutory obligation (committee and/or program)
- Operations – corporate services and support

The Registrar/CEO works with the various entities in the organization to identify and evaluate risks and create appropriate risk management plans. Working together, these leaders develop protocols, program standards, policies and incident response plans.

Section 2 - Responsibility for Risk Management

Council

Receives periodic reports from the Registrar/CEO concerning the priority risks facing the organization and its risk management framework.
Contributes to a shared understanding of the enterprise level and strategic risks.

Receives periodic reports on the organization's risk financing and insurance strategies.

Receives and periodically reviews the organization's *Risk Management Plan*.

Registrar/Chief Executive Officer (CEO)

Keeps the Council apprised of staff-led risk assessment and risk management activity.

Presents a periodic summary of the critical risks facing the organization for Council discussion and feedback.

Monitors and reports on the compliance obligations of the organization.

Delegates responsibility for specific risk areas and tasks to appropriate staff.

Director, Finance & Administration

Champions organization-wide effort to protect the vital assets of the College and engage key stakeholders in risk management activities.

Keeps the Registrar/CEO apprised of changes in critical risks and risk management strategies.

Engages staff throughout the organization in risk assessment and risk management activities.

Evaluates the insurance program.

Committee Chairs/ Program Managers

Responsible for complying with the obligations outlined in the Health Professional Procedural Code respecting procedure, timeliness, transparency, objectivity and fairness.

Section 3 - Governance Structure

Incorporation

The College was incorporated in the province of Ontario in February 1871. Its duties and objects are set out in *Regulated Health Professions Act (RHPA), Pharmacy Act (PA)* and *Drug and Pharmacies Regulation Act (DPRA)*. Annual not-for-profit corporate filings are submitted annually as required by provincial law.

The Council of the College serves as the Board of Directors. The role of the Council, Committees and staff are outlined in the Governance Manual approved by Council and posted to the College website and serve to guide the various entities in fulfilling their obligations.

The authority to establish by-laws is prescribed in statute. The by-laws are reviewed and amended by Council periodically to support the governance approach and operational requirements.

The Council is committed to having the minutes accurately reflect the actions of Council. The minutes are circulated between meetings and approved at the next scheduled meeting after which they are posted to the website for public viewing.

Indemnification

The Council, committee members and staff are protected from action or other proceeding for damages under the immunity provisions of S. 38 of the RHPA for acts done/or intended to be done in good faith in the performance of a duty or exercise of power under the various statues.

Council, Committees and staff are educated on their obligations through orientation and training at the council, committee and staff levels.

Council Operations

OCP has adopted a Governance Manual containing the key assumptions and expectations of Council, Committees, Chairs and staff. The Manual will be reviewed annually during Council orientation and updates will be made on an as needed basis.

Orientation - To ensure that the members of the Council/Committees are properly trained and prepared for their service, the organization conducts orientation training for all members on an annual basis. Legal Counsel/s (with staff support) delivers the orientation at the Council and Committee levels and experienced members share their insights and coach the new members.

Development - The College strives to enhance the ability of its Council members to govern the organization by providing training for council members and chairs. Periodically the Council will assess the educational needs of the members and offer training, support or assistance as needed.

Assessment - The Council is committed to evaluating and improving its performance as a responsible, accountable and effective governing body. The Council periodically evaluates its performance and adopts a work plan to address any weaknesses.

A Code of Conduct for Council and Committee Members was adopted by Council in September 2014. Every year each Council/Committee member completes and signs a statement declaring any known conflicts and agreeing to comply with the policy. These annual statements are gathered in September of each year.

Staff Operations

The Registrar as CEO assembles the staff necessary to carry out the work of the College. Staff are organized as appropriate to carry out the duties in an efficient manner, accountable ultimately for implementation of the strategic priorities identified by Council, statutorily prescribed in the legislative framework and consistent with the culture and values of the organization. A Deputy Registrar is assigned to fulfill the duties of the Registrar if he is unable to do so.

Structure - The College has developed job descriptions for all paid positions in the organization to clearly communicate staff work objectives. These documents are created with input from line managers and are finalized before the recruitment process begins. Job descriptions help to establish pay structure between positions by evaluating responsibility and value to the College.

Organizational Accountability – The College views effective staff supervision as an essential component of risk management. Supervisory staff are expected to communicate their expectations of direct reports clearly and consistently and hold employees accountable with regard to key tasks and responsibility and compliance with the organization's employment policies. All employees are encouraged to raise concerns or questions about work priorities and assignments with their direct supervisor.

Employees may be assigned to projects operating under a matrix management or team approach. Major projects involve personnel from various units in the organization who work under the direction of a team leader. The team leader for a project is responsible for holding team members accountable. The team leader may impose discipline on a team member who fails to meet performance requirements or violates the code of conduct for the organization.

Orientation – The Human Resource department staff at the College are responsible for coordinating an orientation session for all new employees within the first week of employment.

During this session, there is an overview of the mandate and organizational structure of OCP, key provisions of OCP's policies, procedures and guidelines are discussed, a benefits summary is provided along with forms which require completion by the employee. The employee is encouraged to ask questions about any aspect of employment policy or operations.

Employee Policies – The College believes that written employment policies are an essential risk management tool. The organization has compiled its key employment policies and publishes them on the intranet. The College reviews and updates its policies every two years or as new legislation is introduced in order to ensure that policies remain suitable for the organization and in compliance with provincial and federal employment laws. Policy updates are vetted through legal counsel where appropriate.

New policies are communicated via email and through the intranet to employees. Staff are provided with ample time to review policies and are required to confirm their understanding of and willingness to abide by any new policies. For legislated policies, the College will organize staff training sessions.

Assessment - The College requires annual reviews for all employees. Staff are asked to complete self assessments of key objectives and competencies outlined in the performance plan. Supervisors are responsible for scheduling review meetings and completing the performance review form in the dedicated Performance Management system. The performance review is tied into career development counselling and training. Supervisors conduct reviews with employees within six months of the hire date and thereafter on an annual basis as a minimum.

If needed, performance improvement plans can be used to facilitate constructive discussion between an employee and supervisor to clarify the work performance to be improved.

Section 4 - Strategic, Organization Wide Risk

The College recognizes that it must not only act in the public interest but be seen to act in the public interest. Failure to do so exposes the College to the risk of losing the right to self regulation through the appointment of a Supervisor under the provisions of the RHPA.

The College further recognizes that while it is incorporated as an independent body, it is established by statute and its duty to serve and protect the public interest while regulating the profession of pharmacy are delegated by the government.

The College also recognizes that it, as well as the profession it regulates, operates within the broader context of a healthcare system. It is imperative to take this perspective into account and ensure that the interests of the broader system and its delivery of quality service to the public of Ontario take precedence over the interest of the College.

The College further recognizes that innovation, evolution and continuous improvement in its programs and services and those of the profession we regulate are necessary to meet the changing demands and expectations of our stakeholders.

Section 5 - Statutory Programs and Services

OCP undertakes their statutory obligations outlined in the legislation in accordance with the provisions set out in the various Acts. These obligations must balance timeliness with process and quality outcomes. Failure to do so could result in successful appeals and an erosion of confidence in the College and its effectiveness as a self regulatory organization.

- Committee orientations are developed and delivered with the input from legal expertise.
- Legal support is available to guide decisions and practices.
- Statistical data is complied and reported to monitor adherence.
- Committees report to Council annually.

Section 6 - Operations Support

Financial Management

On the recommendation of the Finance and Audit Committee, the Council approves an annual budget that represents the financial plan for operations for the coming year. The Finance and Audit Committee establishes policies in relation to contract execution and cash reserves, whereas the Council establishes a policy for investment of surplus funds of the College. Staff, under the direction of the Director of Finance and Administration, establish policies to ensure

the consistent treatment of financial transactions in accordance with sound accounting principles.

Council reviews the operations and activities of the College. This oversight responsibility is delegated to the Finance and Audit Committee. The Registrar acts as the primary fiscal agent. The Registrar may delegate to the Director of Finance and Administration the responsibility for implementing all financial management policies and procedures and managing the various aspects of financial management.

The financial management objectives of the Ontario College of Pharmacists are to:

- preserve and protect financial assets needed for mission critical activities;
- exercise appropriate care in the handling of incoming funds and disbursement of outgoing funds;
- strive for transparency and accountability in fiscal operations.

Financial Responsibilities and Objectives

The Director of Finance and Administration shall be responsible for developing and presenting to the Finance and Audit Committee a proposed budget for the upcoming fiscal year. The Finance and Audit Committee shall consider the budget and present it to the Council. The budget shall contain detailed projections for revenues and expenditures.

The College's financial statements shall be prepared on an accrual basis in accordance with Generally Accepted Accounting Principles (GAAP). The net assets of the organization and changes shall be classified as unrestricted or internally restricted to be used for specific purposes.

The presentation of the Financial Statements shall follow the Canadian accounting standards for not-for-profit organizations.

The Director of Finance and Administration shall direct the preparation of quarterly Financial Statements and presentation of these statements to the Finance and Audit Committee.

The College has adopted a number of internal control measures as part of an overall effort to safeguard financial assets.

In addition, and to the extent possible given its size and circumstances, the organization strives to segregate the duties so that a single staff member isn't required to perform two or more incompatible functions

It is the policy of the College to engage the services of a reputable, independent CPA firm to conduct an annual audit of the organization's financial statements. The audit is completed as soon as practical after the end of each fiscal year. The audit firm is selected by and reports to the College's Finance and Audit Committee. The Council shall approve the appointment at a Council meeting in the year for which the books are to be audited. A representative of the audit firm is requested to make an annual presentation to the Council by the Finance and Audit Committee.

The College's Investment Policy establishes the principle that all investments shall ensure preservation of capital and sets out the restrictions and limitations of investments vehicles. The primary objectives of such investments shall be, in order of importance, preservation of capital and yield.

In addition to the Investment Policy established by Council and the Reserve Fund and Contract Execution Policy established by the Finance and Audit Committee, internal accounting policies are in place to ensure consistency in processing, e.g. expense authorization, purchasing, corporate credit card use. Fraud Protection services offered by the College's financial services provider were recently added. Policies are reviewed annually and new policies added as necessary in response to suggestions from the Auditors.

Technology and Information Management

Technology Policy
The College's information and office technology systems (networks, software, computers, telephones, printers, copiers, etc.) are tools provided to employees and volunteers to enhance productivity and performance on the job. Limited non-business use is permitted when on personal time (e.g. during lunch hour or after work). Regardless of the type of use, employees

must not have any expectation of privacy to data, information or files that are created, stored or used on the College's systems. College Management reserves the right to access the employee's computer or files at any time. Staff are expected to use good judgment in their use of the College's information and office technology systems, especially electronic mail. Access to all systems, including electronic mail and the Internet, is a privilege, not a right.

The failure to use good judgment or the abuse of the organization's policies may result in suspension of privileges or disciplinary action. If any employee discovers he or she has unintentionally violated this policy, that employee should notify his or her supervisor immediately.

Policy on Systems Inventory and Documentation

To safeguard its office and technology assets, the College maintains a complete inventory of its electronic equipment and computer and technology systems, including hardware, software, media and data. The inventory process includes documentation of how the networks and systems are configured. Responsibility for maintaining the inventory has been assigned to a regular staff member. The inventory is updated at least quarterly or whenever new equipment, media or software are acquired or discarded. The inventory is stored on-site as well as off-premises.

Physical Security for Technology Assets

The College is committed to protecting its office technology assets. The organization takes all reasonable steps to protect and safeguard systems and equipment from damage due to power fluctuations, water damage, dust, extreme temperature change and other environmental factors. In addition, the organization guards against threats due to viruses, worms, malicious software and hackers. The Manager, Information Technology is responsible for overseeing the security of office systems.

The College maintains numerous files containing personal data, financial information, and other confidential or proprietary information. These files may be in paper or electronic form. The systems administrator will limit access to certain electronic files based upon individuals' responsibilities and job tasks. Confidential documents will be secured in locked filing cabinets. Any employee whose work requires access to confidential documents should ensure that files are returned to their secure location. Persons who knowingly obtain unauthorized access to

confidential information will be subject to discipline, up to and including termination. All incoming employees will be required to execute a Confidentiality Undertaking concerning access to and use of confidential information prior to being given access to any confidential information.

Disaster Recovery Plan

Information technology is critical to the College's ability to provide its programs and services. As a key component of our operations, the Manager, Information Technology is responsible for establishing a disaster recovery plan for our network and computer operations. All employees and volunteers will support this staff person in developing, maintaining and testing the plan. All personnel involved with the disaster response must be familiar with the plan and their assigned roles and responsibilities.

Internet Security

In order to protect personal information, the College uses technologies and processes such as encryption, access control procedures, network firewalls and physical security. These measures increase the security and privacy of information traveling to, from and within our website. Only our authorized employees or agents carrying out permitted business functions are allowed to access personal information. Employees who violate our privacy access policies may be subject to disciplinary actions, up to and including termination.

Website Functionality

The College depends on its website to distribute information and meet its reporting and public register obligations. An inoperable website or one functioning less than optimally can have serious consequences with regard to the organization's reputation and service delivery. To ensure that the website remains fully operational at all times, the Communications Department has established a monitoring procedure which includes a complaint or notice feature allowing visitors/users to report problems encountered while using the website. The Communications Department has also established a goal of responding to all complaints or notices of site errors or problems within eight hours. The Communications Department has also provided detailed instructions to staff about their role in reporting website irregularities or other malfunctions.

Web Content

To maintain the integrity of the organization's website, the Communications department staff oversee the content and look and feel of the site. They are responsible for ensuring that content

meets the organization's quality standards and due diligence has been completed to ensure that the organization is within its rights to use any material it posts.

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Facility/Site Safety and Security

Facility Needs

Ontario College of Pharmacists seeks to utilize its resources and assets fully in achieving its mission. The prudent use of facilities and resources is required to protect the safety and well-being of all personnel - including staff, volunteers and service recipients - while safeguarding the organization's financial assets.

Building Security

The College buildings are configured to provide light of site surveillance of individuals entering the buildings. Monitored access cards enable the College to identify traffic in off-hours. The buildings are monitored 24/7 through an external alarm monitoring service. Security cameras are installed at entry points and in the parking areas. Policies are in place to communicate expectations of staff and visitors during and after hours. Additional procedures are enacted during periods of high alert as required.

Preventative Maintenance and Inspections

The College undertakes preventive maintenance for all its building and related facilities. Maintenance protocols are in place for fire safety, mechanical and electrical equipment, cleaning, grounds maintenance, elevator maintenance, waste disposal, food handling, etc. In accordance with legislation, the College maintains a joint Workplace Health and Safety Committee comprised of staff and management. Workplace inspections are conducted monthly. Issues brought forward by the Committee are addressed promptly, or where investment is required, are implemented in a timely manner.

Policy Concerning Invitees

The College will permit other organizations affiliated with the College (Federation of Health Regulatory Colleges of Ontario (FHRCO), National Association of Pharmacy Regulatory Authorities (NAPRA)) to use College property for meetings provided that the events will not interfere with the business of the College. College facilities staff will be present to manage security and equipment issues and respond in the event of an emergency. Where facilities staff are unavailable, a meeting designate will be trained on the fire, safety, and evacuation procedures.

As a facility owner, Ontario College of Pharmacists is committed to providing outside users of its premises with a safe environment. This commitment includes, but is not limited to meeting building code requirements, making timely repairs, and providing and maintaining appropriate security.

Section 7 - Emergency Response Planning and Crisis Management

Emergency Response Policy

Ontario College of Pharmacists has adopted an Emergency Response policy whose purpose is to provide direction to the stakeholders of the organization in the wake of an emergency that may threaten the mission of the organization and the safety of its personnel and stakeholders. The Registrar/CEO is responsible for managing the organization's emergency response in accordance with the following priorities:

- to save lives;
- to protect health and to provide for the safety and health of all responders;
- to protect property and infrastructure;
- to protect the environment; and
- to restore the principle functions of the organization.

Business Continuity Planning Policy

The College's Emergency Response Plan addresses business continuity by assessing the potential impact to core and ancillary business functions and outlining impacts. The members of

the ER team are responsible for developing strategies for crisis communication, financing a business interruption incident and for implementing mitigation strategies.

A table top exercise is executed every second year to test the plan and remind members of the ER team of the procedure.

Vital Records, Data and Documents Backup Policy

In order to ensure the continuity of mission-critical services, Ontario College of Pharmacists will duplicate and store off site all information identified as essential to fulfilling its business continuity plan.

Crisis Communications Policy

The College is committed to taking a pre-emptive approach to public relations crises, using disclosure whenever possible as the preferred strategy for preventing or minimizing a crisis. No one is authorized to speak to the news media during a crisis without clearance from the Registrar/CEO. The Registrar/CEO or his designee will be responsible for developing crisis communication strategies.

When a crisis unfolds, the designee will gather and verify information about the crisis, and with the Registrar/CEO, will assess the severity of the matter and determine how information is to be released, who should speak for the organization and who is to be notified.

Section 8 - Insurance Program

Insurance/Risk Financing Strategy

To safeguard the assets and resources of the College the organization maintains insurance for those insurable risks of major importance to mission-critical operations and the financial health of the organization. It is the Director, Finance and Administration's responsibility to oversee the organization's insurance program and report annually to the Registrar/CEO.

Insurance Program for Ontario College of Pharmacists

The College relies on HIROC (Health Insurance Reciprocal of Canada) under umbrella coverage through FHRCO for insurance advice and services relating to:

Errors and Omissions/Directors and Officers Liability…………………………………$5 Million

Liability Insurance…………………………………………………………………….......$5 Million

- Bodily Injury
- Property
- Tenant Coverage
- Healthcare Professional
- Contingent Employer
- Employee Benefits
- Cyber Threats
- Environment Impairment
- Non-Owned Automobiles

Crime Insurance – Employee Dishonesty………………………………………….…$2 Million

- Loss, money order and counterfeit paper, depositors forgery………...$200,000

Travel Accident Coverage……………………………………………………….…$100,000

Property……………………………………………………………………………… $9.8 Million

Property coverage extensions

- rental income………………………………………………………….…...$228,000
- business interruption/valuable paper and records……………….……..$100,000

Company leased vehicles (Ed Johnstone and Sons, brokerage)……………..…....$.1 Million

Relationship with Insurance Advisors

Selection Process

The College works cooperatively with the members of FHRCO to realize efficient, cost effective coverage for our common operations.