



COLLEGE OF
Optometrists
OF ONTARIO

COUNCIL MEETING

FRIDAY JAN. 21, 2021
AT 9:00 A.M.

VIRTUAL MEETING

COUNCIL AGENDA | January 21, 2022 | 9:00a.m. – 1:00p.m.
College Council Annual Meeting - Virtual

- All materials are available for Council members through Aprio

Agenda Item	Supporting Material	Item Lead(s)	Time (mins)	Action Required
1. Call to Order/Attendance		P. Quaid	2	<u>Decision</u>
2. Adoption of the Agenda a) Conflict of Interest Declaration	yes	P. Quaid	2	<u>Decision</u>
3. Election of the Officers for 2022 Council Year a) Updated list of self-nominations b) Executive Committee terms of reference c) Candidate CVs/Statements: i. S. Allen ii. K. Biondi iii. M. Eltis iv. C. Grewal v. P. Hemami vi. W. Ulakovic	yes yes yes	P. Quaid, J. Jamieson, C. Andrews	120	<u>Decision</u>
BREAK: 11:05am – 11:20am			15	
4. Motions Brought Forward by Committees: a) Governance Committee: Appointment of Committee Chairs and Committee Members		K. Biondi	30	<u>Decision</u>

<p>5. Dates of Upcoming Council Events and Meetings:</p> <ul style="list-style-type: none"> a) Council Orientation: Thursday, February 10 b) Council Session: Wednesday, March 23 c) Strategic Planning Retreat: Thursday, March 24 and Friday, March 25 (am) d) Council Session: Friday, June 24 e) Council Session: Friday, September 16 f) Council Session: Friday, December 9 		J. Jamieson	5	
<p>6. Adjournment</p>		New President	2	<u>Decision</u>

BRIEFING NOTE

Council Meeting – January 21, 2022

Subject

2022 Executive Committee Election

Background

The election of the Executive Committee occurs at the first Council meeting of each year. The election procedure is outlined under College By-law part 7.03. If a position is contested, an election will take place. If uncontested, the position will be acclaimed.

At the Council meeting held on November 5, 2020, it was suggested to have the five Executive positions listed by role and then voted on by Council at an upcoming Council meeting 'one position at a time,' starting with the President. Council members elected to the roles will automatically be on the Executive Committee. College By-law 14.02 (1) requires that the committee have one more elected Council member than public members, which may affect how the voting proceeds.

In accordance with College By-law part 7.02, the Registrar invited all Council members wishing to stand for election for any of the five roles on the Executive Committee in writing ahead of the January 2022 Council meeting.

Decision for Council

Election of the 2022 Executive Committee to take place in the following order: President, Vice-President, Chair of Governance/HR Committee, Chair of Audit/Finance/Risk Committee, Member-at-Large.

Supporting Materials

- Executive Committee Self-Nominations, enclosed
- Executive Committee Terms of Reference, enclosed

Contact

- Chad Andrews, Director of Research and Policy



BRIEFING NOTE
GOVERNANCE/HR COMMITTEE
Council meeting – Jan. 2022

Subject

Appointment of Committee Chairs and Members - 2022

Issue

As per its terms of reference, the Governance/HR Committee is responsible for recruiting committee members and for proposing chair and committee compositions. The Governance/HR Committee is also responsible for recommending non-Council volunteers for appropriate committee vacancies. In line with this, and following the terms of reference for each committee, the Governance/HR Committee has prepared committee slate recommendations for Council to consider and approve, which will be shared after the election of the Executive Committee.

The recommendations take into consideration a number of factors, including experience, competency, expertise, and any preferences indicated by Council members. The Committee has also ensured that each committee meets statutory requirements where appropriate and aligns with obligations under the College's By-laws. Regarding non-Council volunteers, the Committee reviewed information provided by each of the applicants and is recommending all of them for committee appointments.

Since the chairs of the Governance/HR and Audit/Finance/Risk committees are being determined by the Executive Committee election process—which will elect a ratio of three professional and two public members, according to the College's By-laws—individuals filling those specific chair positions are determined by the Executive Committee election, not the Governance/HR Committee. The elected individuals will be added once the election is finalized, along with any additional changes that are necessary as a result of Executive election outcomes.

Decision for Council

Approval of proposed committee memberships for 2022 as set out by the Governance/HR Committee.

Contact

Chad Andrews | Director of Research and Policy

Council Member Self-Nominations for the 2022 Executive Committee (as of Jan. 20, 2021)

- The positions will be voted on sequentially at the Council meeting on January 21, beginning with President and then going down the list. If a member is not elected for their first choice, they become eligible for their second choice (and so on).

	First Choice	Second Choice	Third Choice	Fourth Choice
President	Dr. Areef Nurani Dr. William Ulakovic			
Vice-President	Dr. Mark Eltis	Dr. Areef Nurani Dr. William Ulakovic		
Chair of Governance-HR Committee	Ms. Kathryn Biondi Dr. Camy Grewal	Dr. Mark Eltis	Dr. Areef Nurani	
Chair of Audit/Finance/Risk Committee	Mr. Howard Kennedy		Dr. Mark Eltis Dr. Pooya Hemami	
Member-at-Large	Ms. Suzanne Allen	Mr. Howard Kennedy Dr. Camy Grewal		Dr. Mark Eltis Dr. Pooya Hemami Dr. Areef Nurani

[College of Optometrists of Ontario](#)

Vision: A leading regulator focused on safe eye care and progressive practice.

Mission: To regulate Ontario's optometry profession in the public interest.

Policy

3.1

Type:	Terms of Reference		
Name:	Executive Committee		
Status:	Approved by Council	Version:	1.1
Date Approved:	June 18, 2021	Date Revised:	May 1, 2020

COMMITTEE CATEGORY:

Statutory Committee

MANDATE:

The Executive Committee acts on behalf of Council when circumstances require immediate action, and it ensures the College's legal and legislative adherence with College bylaws, policies, procedures and guidelines, and relevant provincial and federal legislation.

(By-laws §14.02) Between Council meetings, the Executive Committee has all the powers of Council with respect to any matter that, in the opinion of the Executive Committee, requires immediate action.

However, the Executive Committee does not have the power to make, amend, or revoke a regulation or by-law.

AUTHORITY:

The Executive Committee is a statutory committee as set out in the *Health Professions Procedural Code (Code)*, which is Schedule 2 of the *Regulated Health Professions Act, 1991 (RHPA)*.

The duties of the Executive Committee are outlined in Section 12 of the Code and under Part 14.02 of the College by-laws.

REPORTING:

(By-laws §14.02) The Executive Committee is directly accountable to Council and indirectly accountable to the government, the public, and the profession for the effective governance of the College.

The Executive Committee reports to the Council. Should any issues arise that the Executive Committee deliberates on, it must be brought to the Council's attention in a timely manner. While the Executive Committee can exercise its powers under Section 12 of the Code, the Committee may engage Council by calling a virtual meeting, if required. In all matters, it must report its actions to Council at its next meeting, whether the Executive Committee was acting as Council between Council meetings or discussing other matters to be brought to Council for approval.

STRUCTURE AND MEMBERSHIP:

(By-laws §14.02) The Executive Committee is elected by Council and shall be comprised of:

- Five positions that are determined by the election, including:
 - the President
 - the Vice-President
 - the Chair of the Governance/HR Committee
 - the Chair of the Audit, Finance, and Risk Committee
 - A Member at Large

- One more Elected Council Member than Publicly Appointed Council Member.

(By-laws §7) The officers of the College consist of a President and Vice-President. The election of officers shall take place on an annual basis at the first Council meeting of the year.

(By-laws §10.01) Each additional member of the Executive Committee shall be elected by Council.

(By-laws §14.02) The President is the Chair of the Executive Committee. In the event that the Chair of the Committee is unable or unwilling to preside at the meeting, the Vice President shall Chair the meeting. In the event the Vice-President is unable to Chair the meeting, an acting Chair from among the Committee members will be chosen to preside at the meeting from among its members.

The Executive Committee shall, as needed, convene sub-committees or task forces to support its responsibilities.

STAFF SUPPORT:

(By-laws §14.02) The Registrar is the secretary of the Executive Committee.

TERM OF OFFICE:

(By-laws §14.10) The term of a Committee Chair is one (1) year. No person may serve as a Committee chair for more than 3 consecutive years.

When the Committee Chair is not able to attend a meeting, hearing, or proceeding, the remaining committee members shall designate a Chair for the duration of the absence.

Committee members shall be elected annually.

FREQUENCY OF MEETINGS:

The Executive Committee shall meet as required under section 12 of the Code to fulfill its mandate. Approved minutes of Executive Committee meetings are circulated to Council for information with confidential information redacted as necessary.

Executive committee meetings may be called by the President or by the majority of the Executive Committee, as per its mandate. Meeting dates should be posted on the College website.

(By-laws §14.02) Executive Committee meetings are closed to the public. However, the Executive Committee may permit anyone to attend or participate in meetings.

QUORUM:

A majority of members constitutes a quorum at a committee meeting. For the purpose of determining quorum, a member may be present in person, teleconference, or by other electronic means.

DECISION-MAKING PROCESS:

Decisions of the Executive Committee shall ordinarily be decided by a consensus of the members present at the meeting. Should consensus not be reached, the Chair shall refer the question to be decided by a majority vote of the members. The Chair of the meeting shall not normally vote except in the event of a tie, in which case the Chair of the meeting may exercise a casting vote. All Committee members will support a committee decision once it is made.

CONFLICT OF INTEREST AND CODE OF CONDUCT

All members of the Executive Committee shall comply with the College's Conflict of Interest (By-laws §11.01) and Code of Conduct (By-laws §11.06). Conflict of interest shall be declared at the start of each meeting or the beginning of an agenda item.

RESPONSIBILITIES:

GENERIC:

(By-laws §14.02) Between Council meetings, the Executive Committee has all the powers of Council with respect to any matter that, in the opinion of the Executive Committee, requires immediate action.

SPECIFIC:

- Between Council Meetings, exercise the full powers of Council in all matters of administrative urgency (including cases of unauthorized practice), reporting every action at the next meeting of Council. the Executive Committee does not have the power to make, amend or revoke a regulation or by-law.
- Work with the President in the preparation and facilitation of effective College Council meetings.
- Review and approve the agenda for Council meetings, as prepared by the Registrar in consultation with the President, for clarity and priority.
- Identify items for which Council meetings may be closed to observers in accordance with s7(2) of the *Health Professions Procedural Code* and recommend closure, with rationale, to Council.
- Review selected briefing materials for Council for clarity, comprehensiveness, and planning the appropriate approach for presentations.
- Call special meetings of Council.
- Provide feedback and support to committees and Council as requested.
- Assist Council members, committees, and the Registrar in resolving internal conflicts.

Bylaws/Legislation

- Monitor legislation of the federal and provincial government through facilitating College input to relevant legislation proposals and the assessment of relevant new legislation.

Stakeholder Engagement

- Coordinate an effective liaison with external government, private and non-profit sector bodies/agencies, including international, national and provincial optometric and health care organizations.
- Coordinate an appropriate public relations program through the development of targeted public communication efforts.
- Facilitate the development of protocol agreements with other agencies to maximize inter-agency cooperation to pursue College goals and strategic direction.

Registrar Liaison

- Provide guidance and support to the Registrar.
- Serve as an informal resource to the Registrar, at their request.