



OPTOMETRY EXAMINING
BOARD OF CANADA

BUREAU DES EXAMINATEURS
EN OPTOMÉTRIE DU CANADA

Governance Policy Manual

June 22, 2020

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Definitions and Acronyms

"**Act**" means the *Canada Not-for-Profit Corporations Act*

"**Auditor**" means the auditor appointed by the Members at the AGM

"**Board**" means the board of directors of the OEBC, see [GP-3 Board Job Description](#)

"**Bylaws**" the bylaws approved by the Members

"**CEO**" means the chief executive officer appointed by the Board

"**Chair**" means the Chair of the Board, see [GP-9 Role of the Chair](#)

"**Committee**" means a committee, established following [GP-4 Board Committee Principles](#)

"**Consultant**" means a consultant engaged by OEBC

"**Director**" means a member of the Board, see [GP-5 Director Code of Conduct](#)

"**Governance Policies**" means the [Governance Process \(GP\)](#), [Board-Management Delegation \(BMD\)](#), [Executive Limitations \(EL\)](#), and [Ends \(E\)](#) policies approved by the Board and published in this Manual

"**Legal Counsel**" means legal counsel approved by the Board

"**Meeting of Members**" includes an Annual Meeting of Members (**AGM**) or a Special Meeting of Members as defined in the Bylaws

"**Members**" means the members of the Corporation, the ten provincial optometric regulatory authorities

"**OEBC**" means Optometry Examining Board of Canada, the "**Corporation**" under the Act

"**Officers**" means Chair, CEO, Secretary, and Treasurer the offices of the Corporation — set out in section 7.01 of the Bylaws

"**Operational Policies**" means policies approved by the CEO and published

"**optometric regulatory authority**" means the provincial or territorial body responsible for the professional regulation of optometrists, as established by provincial or territorial statute

"**Policies**" means Governance Policies and Operational Policies

"**Signing Officers**" means the Chair, CEO, and others as approved by the Board

"**Staff**" means the staff of OEBC

"**Volunteers**" means volunteers engaged by OEBC

Mission, Vision, and Values

Vision — To be the sole provider of competence assessments for optometric regulatory authorities in Canada.

Mission — To continually develop and administer a legally valid and defensible entry to practice examination to assess competence in the practice of optometry in Canada that meets Members' expectations.

Values — Trust, Integrity, Transparency, Engagement, and Responsibility.

Overview of OEBC Governance

Board governance refers to the job of a board of directors. For the Corporation to live up to its potential, and achieve relevant results, good governance is critical.

1. Authority and Accountability: The Board's ultimate authority comes from the Members. The governance job of the Board comes down to four things:

- a) Having an ongoing dialogue with the Members to discern their expectations for what results OEBC should produce;
- b) Translating those expectations, plus other information and the Directors' perspectives and the Corporate values, into strategy and written criteria for success
- c) Checking to see that those criteria were met; and
- d) Managing risks — a Risk Register will be maintained and discussed at each Board meeting.

2. Governance Position: With the Members above it and operational matters below it, the Board is a critical link in the chain of command. Its role is the commander. The Board exists to exercise that authority and empower others to act. The Board bears full and direct responsibility for the governance process and products, and accountability for any authority and performance expectations delegated to others.

3. Board Holism: The Board's authority is a group authority rather than a summation of individual authorities. It makes sound decisions directed toward the CEO and toward itself, its Directors, and committees only as a group.

4. Strategy: The Board has a unique wealth of strategic and leadership experience available to the CEO. However, when the Board gets bogged down in detail, it is to the detriment of the strategic. The CEO must help the Board think and act strategically. Strategy is the very essence of the Board, and policy is the result of its strategic deliberations. The plan to implement strategy/policy is the domain of the CEO.

The Board's approach to strategy focuses on the problem, risks, or aspirations rather than on specific solutions.

5. Governance Policies: These policies are made beginning at the broadest, most inclusive level and, if necessary, continuing into more detailed levels that narrow the interpretative range of higher levels, proceeding one articulated level at a time. These documents replace the Board's expressions of mission, vision, philosophy, values, and strategy.

a) Ends Policies: The Board defines in writing the (a) the results, changes, or benefits that should come about for (b) specified recipients, beneficiaries, or other targeted groups, and (c) at what cost or relative priority for the various benefits or various beneficiaries.

These are not all the possible benefits that may occur but are those that form OECB's purpose. The achievement of the policies constitutes organizational success. The Board has approved the following Ends (E) policy:

- [E-1 Global Ends](#) — Ends objectives for OECB. Competency assessment for entry to practice in Canada for the optometry profession.

b) Executive Limitations Policies: The Board makes decisions concerning its CEO's means decisions and actions in a proscriptive way to (a) avoid prescribing means and (b) put off-limits those means that would be unacceptable even if they work. OECB has the following Executive Limitations (EL) Policies:

- [EL-1 General Executive Constraint](#) — A general directive not to cause or allow any act or decision which is unlawful or in violation of professional ethics.
- [EL-2 Treatment of Staff](#) — A "floor" for fair treatment of Staff.
- [EL-3 Compensation and Benefits](#) — Characteristics not tolerated in any wage and salary or benefits issues.
- [EL-4 Treatment of Volunteers](#) — A "floor" for fair treatment of volunteers.
- [EL-5 Financial Condition and Activities](#) — Clarifies financial conditions to be avoided.
- [EL-6 Financial Planning and Budgeting](#) — Unacceptable risk for financial planning and budgeting.
- [EL-7 Asset Protection](#) — Unacceptable risk and treatment of fixed and liquid assets. Minimum standards for insurance coverage.
- [EL-8 Communication and Support to the Board](#) — Requirement for the CEO to ensure information and support for the Board.

c) Delegation to Management: If the Board chooses to delegate to management, it honours the exclusive authority and accountability of the CEO as the only connector between governance and management. The Board has approved the following Board-Management Delegation (BMD) policies:

- [BMD-1 Global Board Management Delegation](#) — A general policy that the Board's sole official connection to the operational organization is through its CEO.
- [BMD-2 Unity of Control](#) — Clarifies that the CEO treats the Board as a whole and acts on decisions of the Board.

- [BMD-3 Accountability of the CEO](#) — Clarifies that the CEO is the only link to the operational achievement of OECB and inability for the Board to direct or evaluate Staff.
- [BMD-4 Delegation to the CEO](#) — Clarifies the delegation to the CEO to achieve ends within limitations set out and allows the CEO to use any reasonable interpretation of the policy.
- [BMD-5 Monitoring CEO Performance](#) — Sets out the monitoring schedule for Ends and Executive Limitations policies.

d) Governance Process Policies: The Board defines in writing those behaviours, values, practices, disciplines, and conduct of the Board itself and the Board's delegation and accountability. The Board has approved the following Governance Process (GP) policies:

- [GP-1 Global Board Governance Commitment](#) — A general policy committing to achieving results for the Members at an appropriate cost.
- [GP-2 Governing Style](#) — Sets out Policy Governance as a style of Board governance.
- [GP-3 Board Job Description](#) — Sets out Board member's job description.
- [GP-4 Board Committee Principles](#) — Sets out principles to govern the establishment of Board committees.
- [GP-5 Director Code of Conduct](#) — Sets out the code of conduct for Board members.
- [GP-6 Board Linkage with the Members](#) — Affirms the linkage between the Members and the Board.
- [GP-7 Agenda Planning](#) — Sets out policy regarding an annual planning calendar for Board meetings.
- [GP-8 Accountability and Values](#) — Sets out the values of OECB and a whistleblowing procedure.
- [GP-9 Role of the Chair](#) — Sets out authority and role of Chair as chief governance officer.
- [GP-10 Board Meetings](#) — Sets out policies to govern the conduct of Board meetings.
- [GP-11 Voting at Meetings](#) — Sets out policies for voting at meetings of the Board.
- [GP-12 Cost of Governance](#) — Provides for the development of an annual budget to support Board expenses and training and Board work.
- [GP-13 Board Elections](#) — Sets out a policy to govern Board elections.
- [GP-14 CEO Succession Planning](#) — Sets out a policy regarding succession planning for a CEO.

6. Reasonable Interpretation: In delegating decisions beyond the ones recorded in Board policies, the Board grants the right to use any reasonable interpretation of:

- Ends and Executive Limitations policies to the CEO, and
- Governance Process and Board-Management Delegation policies to the Chair, except when the Board has explicitly designated another Board member or Board committee.

7. Monitoring: The Board monitors organizational performance through fair and systematic assessment of whether a reasonable interpretation of its Ends policies is being achieved within the boundaries set by a reasonable interpretation of its Executive Limitations policies. This monitoring informs the CEO's evaluation.

ENDS (E)

E-1 Global Ends

On behalf of Members, OEBC assesses if a candidate has met the entry-level competence required for practice. All costs for this service are recovered from candidates.

1.1 The competency assessment will be valid, defensible, reliable and relevant to practice in Canada.

1.1.1 The competency assessment will be available in both English and French.

1.1.2 The competency assessment will be based on a competency profile.

1.2 OEBC will use resources effectively, equitably and responsibly. Excellent outcomes in providing competency assessment will be achieved at a justifiable cost/investment.

EXECUTIVE LIMITATIONS (EL)

EL-1 General Executive Constraints

The CEO shall not knowingly cause or allow any practice, activity, decision or organizational circumstance which is unlawful, imprudent or in violation of any legislation, Values, or commonly accepted business and professional ethics and practices.

EL-2 Treatment of Staff

The CEO shall not knowingly cause or allow working conditions for the Staff or Volunteers that are illegal, unfair, disrespectful, unsafe, disorganized or unclear.

Further, the CEO shall not:

1. Operate without written personnel rules that:
 - a. detail and clarify the expectations and working conditions for the Staff;
 - b. provide for effective handling of grievances; and
 - c. protect against illegal, unfair, disrespectful, unsafe or wrongful working conditions; and is, at a minimum, following current applicable employment standards legislation.
2. Allow Staff to be uninformed about all performance standards for which they will be assessed.
3. Fail to assess the Staff per the expected performance standards on a minimum of a yearly basis.
4. Allow Staff to be unprepared to deal with emergencies.

EL-3 Compensation and Benefits

The CEO shall not cause or allow compensation and benefits to Staff, Consultants, contract workers and volunteers to jeopardize the fiscal integrity, legal liability or public image of OEBC.

Specifically, the CEO shall not:

1. Change the CEO's compensation and benefits.
2. Promise or imply unconditional, permanent or guaranteed employment.
3. Create employment or contractual obligations over a longer term than revenues can be safely projected.
4. Establish or maintain current compensation and benefits which:
 - a. Deviate from the geographical or professional market for the skills employed.
 - b. Deviate from the minimum provincial Employment Standards and other government requirements.
5. Allow Staff to be uninformed of their annual compensation and benefits package.
6. Dismiss Staff without regard for appropriate employment standards, proper legal procedures and OEBC policy.

EL-4 Treatment of Volunteers

Volunteers are essential to OEBC in carrying out its business. The CEO shall not knowingly allow individuals to be out of pocket for expenses incurred while conducting authorized, pre-approved business on behalf of OEBC.

Further, the CEO shall not:

1. Allow Volunteers to be uninformed regarding allowable travel or other expenses while conducting OEBC business.
2. Allow Volunteers to be uninformed of requirements for:
 - a. role and responsibilities;
 - b. confidentiality and code of conduct; and
 - c. regarding avoidance of conflict of interest in exam preparation and delivery.
3. Fail to provide for an honorarium for attending as Volunteers' meetings and events related to the developing and administering the exam.

EL-5 Financial Condition and Activities

Concerning the actual ongoing financial conditions and activities, the CEO shall not knowingly cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from priorities established in Ends Policies.

The CEO has a supervisory role over all aspects of the Corporation's financial management. The CEO may delegate these responsibilities as they see fit.

Further, the CEO will not:

1. Permit tax payments or other government-ordered payments and government filings to be overdue or inaccurate.
2. Fail to set the exam fees following GP-15 Fee Policy.
3. Fail to settle payroll and debts on time.
4. Fail to pursue receivables after a reasonable grace period.
5. Make a single purchase or commitment of greater than \$120,000 without Board approval. Splitting a purchase or commitment to avoid this limit is not acceptable.
6. Fail to disclose annually to the Board all contracts valued at \$50,000 or more per year.
7. Fail to hold a percentage of easily liquefiable net assets to provide continued funding of operations should the Corporation experience a temporary deficit or in the unlikely event that the decision is made by the Board to dissolve the Corporation or to fund costs related to defensive or offensive litigation activities.

EL-6 Financial Planning and Budgeting

The CEO shall not cause or allow fiscal planning in any fiscal year or the remaining part of any fiscal year to deviate materially from the Ends priorities, risk financial jeopardy, or fail to be derived from multiyear planning.

The CEO will not allow budgeting to:

1. Risk incurring those situations or conditions described as unacceptable in [EL-5 Financial Condition and Activities](#).
2. Omit credible projection of revenues and expenses, separation of capital, reserve and operational items and disclosure of planning assumptions.
3. Provide for fewer Board prerogatives during the year than outlined in [GP-12 Cost of Governance](#).

EL-7 Asset Protection

The CEO shall not knowingly cause or allow assets to be unprotected, inadequately maintained or managed, unnecessarily placed at risk or fail to be maximized.

Specifically, the CEO shall not fail to:

1. Prudently manage OEBC's financial affairs following generally accepted financial practices; and, according to the Auditor's standards and recommendations.
2. Maintain adequate insurance coverage, which addresses the loss of assets belonging to OEBC.
3. Maintain adequate insurance coverage, which protects against claims of liability.
4. Protect intellectual property, confidential information and files from loss, damage, theft, inappropriate use or inappropriate access.
5. Update the National Competency Model at least every five years.
6. Ensure adequate protection against conflict of interest when making purchases.
7. Request more than one quote for expense items over \$25,000.
8. Ensure against improper wear and tear and maintenance of property and equipment.
9. Maintain and operate physical facilities in a manner that ensures safety and a state of good repair.
10. Identify, through approval of the Board, all Signing Officers.
11. Manage the financial instruments or investments entered into by OEBC (where the principal is guaranteed) in an appropriate manner and make non-neglectful efforts to optimize the financial returns of such instruments or investments without exposing these assets to undue risk.

EL-8 Communication and Support to the Board

The CEO shall not permit information and advice to the Board to have significant gaps in timeliness, completeness or accuracy, nor cause or allow the Board to be uninformed or unsupported in its work.

Further, without limiting the scope of the above statement by the following list, the CEO will not:

1. Neglect to submit monitoring data required by [BMD-5 Monitoring CEO Performance](#) in a timely, accurate, and understandable fashion, directly addressing provisions of Board

policies being monitored, and including CEO interpretations consistent with [BMD-4 Delegation to the CEO](#), as well as relevant data.

2. Allow the Board to be unaware of any actual or anticipated noncompliance with any Ends or Executive Limitations policies regardless of the Board's monitoring schedule.
3. Fail to make available to the Board adequate information about the environment to support informed Board decisions or allow the Board to be unaware of material internal and external changes, trends and conditions.
4. Fail to make available to the Board a current Risk Register at every Board meeting.
5. Allow the Board to be unaware of any significant incidental information, including any anticipated media coverage, threatened or pending lawsuits or benefactor donations or gifts which could be either beneficial or a threat to OECEB.
6. Present information in an unnecessarily complex or lengthy form or in a way that fails to differentiate among information of three types:
 - information for decision making,
 - information for monitoring, or
 - that which is for information purposes only.
7. Allow the Board to be unaware that, in the CEO's opinion, the Board is not in compliance with its policies on Governance Process and Board-Management Delegation, particularly when Board noncompliance is detrimental to the working relationship between the Board and the CEO.
8. Fail to submit to the Board a consent agenda containing items delegated to the CEO yet required by law, regulation or contract to be Board-approved, along with applicable monitoring information.
9. Allow the Board to be without a workable mechanism for official Board, officer or Committee communications.
10. Deal with the Board in a way that favours or privileges some Directors over others, except when:
 - a. responding to or briefing officers or committees duly charged by the Board; or
 - b. at his/her discretion, fulfilling reasonable individual requests for information.

BOARD-MANAGEMENT DELEGATION (BMD)

BMD-1 Global Board-Management Delegation

The Board's sole official connection to the operational organization, its achievements and conduct will be through the CEO.

BMD-2 Unity of Control

Only officially passed motions of the Board are binding on the CEO.

1. Decisions or instructions of individual Directors, Officers or Committees are not binding on the CEO except in rare instances when the Board has specifically authorized such exercise of authority.
2. In the case of Directors or committees requesting information or assistance, the CEO can refuse such requests that require, in the CEO's opinion, a material amount of Staff time or funds or are disruptive.

BMD-3 Accountability of the CEO

The CEO is the Board's only link to the operational achievement and conduct of Staff. As such, the accountability of Staff, Volunteers and Consultants are considered under the authority and accountability of the CEO.

The Board and the Members will refrain from:

- a) Giving instructions to persons who report directly or indirectly to the CEO.
- b) Evaluating, either formally or informally, any Staff other than the CEO.
- c) Micro-managing or engaging in any activity that undermines the authority of the CEO.

The Board will view CEO performance as identical to organizational performance.

BMD-4 Delegation to the CEO

The Board will instruct the CEO through written policies that prescribe the organizational Ends to be achieved and proscribe organizational situations and actions to be avoided (Executive Limitations), allowing the CEO to use any reasonable interpretation of these policies.

Accordingly,

1. The Board will develop policies instructing the CEO to achieve specified results for specified recipients at a specified cost/value. These policies will be developed systematically from the broadest, most general level to more defined levels, and will be called Ends policies. All issues that are not ends issues as defined here are means issues.
2. The Board will develop policies that limit the latitude the CEO may exercise in choosing the organizational means. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies. The Board will never prescribe organizational means delegated to the CEO.

- 3. As long as the CEO uses any reasonable interpretation of [Ends policies](#) and [Executive Limitations policies](#), the CEO is authorized to establish all further operational policies and procedures, take all actions, establish all practices and develop all activities. Such decisions of the CEO shall have the full force and authority as if decided by the Board.
- 4. The Board may change its Governance Process policies and Executive Limitations policies, thereby shifting the boundary between Board and CEO domains. By doing so, the Board changes the latitude of choice given to the CEO. But as long as any particular policy is in place, the Board will respect and support the CEO's choices. This Policy does not prevent the Board as a whole from obtaining information from the CEO (except for confidential data) for decision making for Board policy.

BMD-5 Monitoring CEO Performance

Systematic and rigorous monitoring of CEO job performance will be solely against the only expected job outputs: the organizational accomplishment of Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations.

- 1. Monitoring is simply to determine the degree to which Board policies are being met. Information that does not do this will not be considered to be monitoring information.
- 2. The Board will acquire the monitoring data by one or more of the following methods:
 - a. By internal report, in which the CEO discloses information to the Board;
 - b. By external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies; and
 - c. By direct Board inspection, in which a designated Director or Directors assess compliance with the appropriate policy criteria.
- 3. In every case, the Board will judge (a) the reasonableness of the CEO's interpretation and (b) whether data demonstrate accomplishment of the interpretation.
- 4. The standard for compliance shall be any reasonable CEO interpretation of the Board policy being monitored. The Board is the final arbiter of reasonableness. However, it will always judge with a "reasonable person" test rather than with interpretations favoured by Directors or by the Board as a whole.
- 5. All Policies that instruct the CEO will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any Policy at any time by any method, but will ordinarily depend on the following schedule:

Policy	Method	Frequency	Month
E-1 Ends	Internal	Annually	Q3 June
EL-1 Global Executive Constraint	Internal	Annually	Q1 January
EL-2 Treatment of Staff	Internal	Annually	Q2 April
EL-3 Compensation and Benefits	Internal	Annually	Q1 December

Policy	Method	Frequency	Month
EL-4 Treatment of Volunteers	Internal	Annually	Q2 April
EL-5 Financial Condition and Activities	Internal	Twice per Year	Q2 March Q4 September
	External	Annually	Q1 December
EL-6 Financial Planning and Budgeting	Internal	Annually	Q3 June
EL-7 Asset Protection	Internal	Annually	Q1 December
EL-8 Communication and Support to the Board	Direct	Annually	Q4 September

6. Once a year, the Board will complete the evaluation cycle by formally assessing performance based on the year's monitoring data. This formal, performance review will be conducted by cumulating the regular monitoring data (internal reports and external reports) and direct inspection provided during the year, the Board's recorded acceptance or non-acceptance of these reports and identifying performance trends evidenced by that data.

GOVERNANCE PROCESS (GP)

GP-1 Global Governance Commitment

The purpose of the Board, on behalf of the Members, is to:

- a) Ensure that OEBC operates effectively and efficiently.
- b) Ensure that the Bylaws and Policies are adhered to.
- c) Ensure that OEBC adheres to all other applicable legislation.
- d) Achieve the appropriate result for the appropriate people at the appropriate cost (as specified in the [Ends Policies](#)).
- e) Avoid unacceptable actions and situations (as prohibited in [Executive Limitations](#) policies).

Specifically, the Board is also responsible for:

- a) Approval of the Legal Counsel.
- b) Approval of the Auditor.

GP-2 Governing Style

The Board will govern lawfully, observing the principles of its governance model, with an emphasis on

- a) an outward vision rather than an internal preoccupation,
- b) encouragement of diversity in viewpoints,
- c) strategic leadership more than administrative detail,
- d) clear distinction of Board and chief executive roles,
- e) collective rather than individual decisions,
- f) future rather than past or present, and
- g) proactivity rather than reactivity.

Accordingly,

- a) The Board will cultivate a sense of group responsibility.
- b) The Board will not allow any officer, individual or Committee to constrain it from fulfilling Board commitments.
- c) The Board, not the CEO, will be responsible for excellence in governance.
- d) The Board will establish policy.
- e) The Board will govern, direct and inspire OEBC through the careful establishment of broad written policies reflecting the Board's values and perspectives about ends to be achieved and means to be avoided.
- f) The Board's policy focus will be on the intended long-term effects of OEBC, not on the administrative or program means used to attain those effects.

- g) The Board will enforce upon itself whatever requirements are needed to govern with excellence.
- h) Ongoing Board development will include orientation of new Directors in the Board's governance processes.
- i) The Board will monitor and discuss its processes and performance at regular intervals, including at its Board meetings as appropriate.

GP-3 Board — Job Description

The role of the Board is to determine and demand appropriate organizational performance.

Accordingly,

1. The Board will produce written governing policies that, at the broadest levels, address each category of organizational decision:
 - a. [Ends](#): Organizational impacts, benefits, outcomes; recipients, beneficiaries; and their relative worth in cost or priority;
 - b. [Executive Limitations](#): Constraints on CEO authority that establish the boundaries of prudence and ethics within which all CEO activity and decisions must take place;
 - c. [Governance Process](#): Specification of how the Board conceives, carries out and monitors its task;
 - d. [Board-Management Delegation](#): How power is delegated and its proper use monitored; the CEO's role, authority and accountability.
2. The Board will evaluate the CEO's performance against [Ends](#) and [Executive Limitations](#) policies.

GP-4 Board Committee Principles

1. Committees, when used, are to help the Board do its job, assisting the Board by preparing policy alternatives and implications for Board deliberation.
2. Committees will be used sparingly and ordinarily in an ad hoc capacity.
3. Committees will be assigned to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to CEO.
4. Committees are not to help or advise the Staff. In keeping with the Board's broader focus, Committees will typically not have direct dealings with current Staff operations.
5. Committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the CEO.

6. Committees cannot exercise authority over Staff. Because the CEO works for the full Board, she/he will not be required to obtain approval of a Board committee before she/he takes action.
7. A Committee that has helped the Board create a policy on some topics will not be used to monitor organizational performance on that same topic.

This Policy applies to any group that is formed by Board action. It does not apply to any committee established under the authority of the CEO.

GP-5 Director Code of Conduct

Directors must understand their responsibilities and what is expected of them to ensure that Governance Policies are followed in an ethical, responsible, transparent, judicious and fair manner.

It is each Director's responsibility to:

- a) Carry out their term with honesty, integrity and in good faith.
- b) Behave in an ethical and exemplary manner.
- c) Not engage in verbal, physical or sexually harassing behaviour.
- d) Always act in the best interests of OEBC.
- e) Be prepared for and actively participate in OEBCs' meetings in an atmosphere of mutual respect and courtesy.
- f) Respect the confidentiality of information received and discussed.
- g) Avoid and declare any real or potential conflict(s) of interest as declared by themselves or reported by others.
- h) Not intervene in what has been delegated to the CEO.
- i) Report any questionable, fraudulent or illegal events or material actions in violation of Governance Policy.
- j) Participate in OEBC governance training and other developmental activities.
- k) Respect the authority of the Board. Open and respectful debate is encouraged. Once a decision is made, Directors must respect and publicly support that decision with one voice regardless of their personal position on the issue.

Directors may not attempt to exercise individual authority over OEBC.

- a) Directors do not interact directly with or provide instruction to Staff (except the CEO) unless explicitly authorized to do so by the Board
- b) The Chair and the CEO are the spokespersons for OEBC, and any requests for public statements should be directed to them.
- c) Except for participation in Board deliberations about whether the CEO has achieved any reasonable interpretation of Board policy, Directors will not express individual judgment of the performance of Staff or the CEO.

Any Director who is unable or unwilling to comply with this policy will be asked to resign.

If a Director has a conflict of interest with any discussion item, they must declare that conflict ahead of any discussion. A conflict of interest is defined as anything in which a Director may benefit from by virtue of a decision by OEBC. A conflict may be real or perceived, direct or indirect. It may also arise from failure to disclose pertinent information or personal, professional or business affiliations, interests or influences that produce a duality of commitments.

As the disclosure of such conflicts is paramount to maintaining appropriate ethical and moral standards, any Director with a real or perceived conflict of interest on a particular issue is not allowed to participate in deliberations or vote on the specific issue.

When a Director's conflict of interest is identified by another Director but has not been self-declared, the matter should be reported to the Chair. The Chair shall bring the matter to the full Board for discussion to determine if a conflict occurs.

GP-6 Board Linkage with the Members

As the primary emphasis of the Board is to produce appropriate results as directed by the Members, regular 2-way communication between the Board and the Members must occur.

To effect this, the following shall occur:

- a) The Chair (or their designate) shall be the primary liaison and communication portal between the Board and the Members.
- b) The Board shall attend the annual general meeting of the Members with an accompanying separate Board meeting immediately following the AGM.

NEW

Additional items being developed (June 19, 2020)

- a means to define the input, oversight, and control that Members (as owners) want to exercise directly over OEBC and the Board
- a means for Members to have meaningful input into the structure and content of the exam and practical mechanisms to raise issues of concern
- setting out the services that OEBC provides to Members (as customers) specifically addressing the following:
 - Communication of significant changes to the structure or content of the exam
 - Communication in addition to the annual report
 - A mechanism to receive information about and provide input into or feedback on the exam

GP-7 Agenda Planning

The Board will follow an annual planning cycle to optimize its effectiveness in governing, directing and inspiring OEBC.

Accordingly,

1. The Board meets a minimum of four times a year, and at least one meeting shall be in person.
2. The Board will examine its Risk Register at every meeting.
3. The Board will examine its Ends policies annually.
4. The Board will continually improve Board performance through Board education and enriched input and deliberation.
5. The Board agenda planning cycle will conclude each year on the last day of June so that administrative planning and budgeting can be based on accomplishing a one-year segment of the Board's most recent statement of long-term Ends.
6. The Board planning cycle will start with the Board's development of its agenda for the next year, ensuring the inclusion of:
 - a. consultation with the Members and stakeholders; and
 - b. governance education and education related to Ends determination.
7. CEO monitoring will be on the agenda if reports have been received since the previous meeting, if plans must be made for direct inspection monitoring, or if arrangements for third party monitoring must be prepared.
8. A Director may recommend or request an item for Board discussion by submitting the item to the Chair no later than fourteen (14) days before the Board meeting.
9. A Member recommend or request an item for Board discussion by submitting the item to the Chair no later than twenty-one (21) days before the Board meeting. The Board will provide a status report to the Member within seven days of the meeting.

GP-8 Accountability and Values

OEBC is committed to the highest standards of openness, probity and accountability. We value:

- Trust
- Integrity
- Transparency
- Objectivity and Fairness
- Responsibility

An important aspect of accountability and transparency is a mechanism to enable Staff, Directors, Members and others to voice concerns and provide input responsibly and effectively. It is a fundamental tenet that Staff, Contractors and Volunteers will faithfully serve OEBC and not disclose confidential information about OEBC's affairs.

Nevertheless, where an individual discovers information which they believe shows serious malpractice or wrongdoing within OEBC, then this information should be disclosed internally without fear of reprisal. There should be arrangements to enable this to be done independently of line management.

It should be emphasized that this policy is intended to assist individuals who believe they have discovered malpractice or impropriety. It is not designed to question financial or business decisions taken by OEBC, competence assessment decisions, nor should it be used to reconsider any matters which have already been addressed under harassment, complaint, disciplinary or other procedures. Once the "whistleblowing" procedures are in place, it is reasonable to expect Staff, Volunteers, Directors or Members to use them rather than air their complaints publicly.

Scope of Policy

This policy is designed to enable individuals to raise concerns internally and at a high level and to disclose information which the individual believes shows malpractice or impropriety. This policy is intended to cover matters that are in the public interest and may at least initially be investigated separately but might then lead to the invocation of other procedures (e.g. disciplinary). These concerns could include:

- Financial malpractice or impropriety or fraud
- Failure to comply with a legal obligation or Statutes
- Dangers to health & safety or the environment
- Criminal activity
- Improper conduct, harassment or unethical behaviour
- Attempts to conceal any of these

Safeguards

i. Protection

This policy is designed to offer protection to those Staff, Volunteers, Directors and Members who disclose such concerns provided the disclosure is made:

- In good faith.
- In the reasonable belief of the individual disclosing that it tends to show malpractice or impropriety and if they disclose to an appropriate person (see below). It is important to note that no protection from internal disciplinary procedures is offered to those who choose not to use the procedure. In an

extreme case, malicious allegations made in bad faith or for personal gain could give rise to legal action on the part of the persons complained about.

ii. Confidentiality

OEBC will treat all such disclosures confidentially and sensitively. The identity of the individual making the allegation may be kept confidential so long as it does not hinder or frustrate any investigation. However, the investigation process may reveal the source of information, and the individual making the disclosure may need to provide a statement as part of the evidence required.

iii. Anonymous Allegations

This policy encourages individuals to put their name to any disclosures they make. Concerns expressed anonymously are much less credible, but they may be considered at the discretion of OEBC.

In exercising this discretion, the following factors to be taken into account:

- The seriousness of the issues raised
- The credibility of the concern
- The likelihood of confirming the allegation from attributable sources

iv. Untrue Allegations

If an individual makes an allegation in good faith, which is not confirmed by subsequent investigation, no action will be taken against that individual. In making a disclosure, the individual should exercise due care to ensure the accuracy of the information. If, however, an individual makes malicious or vexatious allegations or made in bad faith, and particularly if he or she persists with making them, disciplinary action may be taken against that individual.

Procedures for Making a Disclosure

On receipt of a complaint of malpractice, the individual who receives and takes note of the complaint, must pass this information as soon as is reasonably possible, to the appropriate designated investigating officer as follows:

- Complaints against individual Directors should be forwarded to the Chair for appropriate action. The expulsion or suspension of any Director can only be made by the Board.
- Complaints against the Members should be forwarded to the Chair for appropriate action. The expulsion or suspension of any member can only be made by the Board.
- Complaints against the CEO should be forwarded to the Chair for appropriate action.
- In the case of possible collusion or complicity involving the CEO and Directors,

complaints should be forwarded to the Members for appropriate action.

- Complaints against Volunteers and committee members should be forwarded to the CEO for appropriate action.
- Complaints against Staff should be forwarded to the CEO for appropriate action.
- Complaints by one employee against another employee should be forwarded to the CEO for appropriate action.

If there is evidence of criminal activity, then the investigator should inform the appropriate law enforcement authority. OEBC will ensure that any internal investigation does not hinder a formal law enforcement investigation.

Timescales

Due to the varied nature of these sorts of complaints, which may involve internal investigators and / or law enforcement authorities, it is not possible to specify precise timescales for such investigations. The investigator should ensure that any investigation is undertaken as quickly as possible without affecting the quality and depth of those investigations.

The investigator should, as soon as practically possible, send a written acknowledgement of the concern to the complainant and, after that, report back to them in writing the outcome of the investigation and on the action that is proposed. If the investigation is a prolonged one, the investigator should keep the complainant informed, in writing, as to the progress of the investigation and as to when it is likely to be concluded. All responses to the complainant should be in writing and sent to their email or postal address.

Investigating Procedure

The investigator should follow these steps:

- Full details and clarifications of the complaint should be obtained.
- The investigator should inform the individual against whom the complaint is made as soon as is practically possible.
- The investigator should consider the involvement of the Auditors, Legal Counsel and/or law enforcement authorities if necessary.
- The allegations should be fully investigated by the investigator with the assistance (where appropriate) of other individuals and/or organizations.
- The investigator will make an opinion concerning the complaint and validity of the complaint. This opinion will be detailed in a written report containing the findings of the investigations and reasons for the judgement. The report will be passed to the CEO, Chair or Members as appropriate for final disposition.
- The complainant should be kept informed of the progress of the investigations and, if appropriate, of the final outcome.

- A copy of the outcomes will be passed to the Auditors and/or Legal Counsel (as deemed appropriate) to enable a review of the procedures.

If the complainant is not satisfied that their concern is being adequately dealt with by the investigating officer, they have the right to raise it in confidence with one of the designated persons described above.

If the investigation finds the allegations unsubstantiated and all internal procedures have been exhausted, but the complainant is not satisfied with the outcome of the investigation, OEBC recognizes the lawful rights of individuals to make disclosures to prescribed persons elsewhere.

GP-9 Role of the Chair

The Chair is the chief governance officer and, as such, is a specially empowered Director that assures the integrity of the Board's process and occasionally represents the Board to outside parties.

The assigned result of the chair's job is that the Board behaves consistently with its own rules and those imposed upon it through legislation.

- a) Meeting discussion content will only be those issues that, according to Board policy, clearly belong to the Board to decide or monitor.
- b) Information other than for monitoring performance or Board decisions will be avoided or minimized and always noted as such.
- c) Deliberation will be fair, open, and thorough, but also timely, orderly and kept to the point.

The authority of the Chair consists of making decisions that fall within topics covered by Board policies on Governance Process and Board-Management Delegation, except for (a) employment or termination of a CEO and (b) where the Board specifically delegates portions of their authority to others. The Chair is authorized to use any reasonable interpretation of the provisions in these policies.

- a) The Chair is empowered to chair Board meetings with all the commonly accepted power of that position, such as ruling and recognizing.
- b) The Chair has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the Chair has no authority to supervise or direct the CEO.
- c) The Chair may represent the Board to outside parties in announcing Board-stated positions and in stating Chair decisions, and interpretations within the area delegated to that role.

The Chair shall be a Director.

When chairing a meeting, since the Chair also serves as a Director, he/she is allowed to vote. As such, the Chair is not allowed to have a second or casting vote.

An individual may serve as Chair for a maximum of six (6) consecutive years.

The Chair will:

- a) When present, preside at all meetings of the Members and meetings of the Board, including the annual general meeting and special meetings.
- b) Be the public representative of OEBC, unless delegated to someone else by the Board.
- c) Remain impartial while conducting and chairing meetings.
- d) Serve as the Board's primary communication and liaison with the Members.
- e) Create the meeting agenda. All agenda items and background information documents are expected to be forwarded to the Chair no less than fourteen (14) days before the meeting date to facilitate circulation no less than seven (7) days before the meeting to allow appropriate review by the Board before the meeting.
- f) Set the dates and location for Board meetings.

In the event the Chair is unable to fulfil his duties, the Vice-Chair will assume the responsibilities of the Chair.

GP-10 Board Meetings

In addition to the Board, attendance at Board meetings is open to:

- a) CEO
- b) Auditor
- c) Legal Counsel
- d) Any other individual on the invitation of the Chair or by a Board resolution

Meetings shall be governed by the Bylaws and the most current edition of Robert's Rules of Order. If a dispute arises, it shall be settled by the Chair. If the Chair is unable to Chair a meeting, the remaining Directors shall select from themselves a chair.

The Board shall consider matters of a confidential nature in-camera which may include but not be limited to the following:

- a) Acquisition or sale of land or other assets.
- b) Litigation or potential litigation.
- c) Receiving advice that is subject to solicitor-client privilege.
- d) Any other matters which the Board, by a majority vote, determines that it would be prejudicial to the interests of the Corporation, the Members or its clients.
- e) Matters related to assessment of competence.
- f) Conflict of interest issues.
- g) Personnel matters.

In-camera sessions shall be attended by Directors and other specific individuals invited by the Board to remain in attendance.

GP-11 Voting at Meetings

At all meetings of the Board, voting shall proceed as follows:

- a) All Directors shall have one (1) vote each.
- b) Proxy votes are not allowed.
- c) The Chair does not have a second or **casting vote*** on any votes.
- d) Motions are carried by a simple majority.

A quorum at Board meetings shall be 50% + 1 of Directors entitled to vote at the meeting. If a quorum is present at the start of the meeting, the Directors present may proceed with the meeting even if a quorum is not present throughout the meeting.

- * A **casting vote** is a **vote** that someone may exercise (occasionally in addition to a normal **vote** as a member of the body) to resolve a deadlock. A **casting vote** is typically by the presiding officer of a council, legislative body, committee, etc., and may only be exercised to break a deadlock.

GP-12 Cost of Governance

To govern effectively, the Board will invest in its governance capacity.

Accordingly, the Board will invest in and be accountable for an annual budget that shall include costs for:

1. The development of skills, methods and supports sufficient to assure governing with excellence.
2. Training and retraining to orient new Directors to Policy Governance and the work of the Board as well as to maintain and increase existing Director skill and understanding.
3. A training budget for Director development upon annual review of Board self-evaluations.
4. Outside monitoring assistance, such as an annual financial audit.
5. Outreach mechanisms to be used as needed to ensure the Board's ability to listen to member/owner viewpoints and values.
6. Reasonable travel and related expenses to discharging a Director's duties are reimbursed at the cost to the agreed-upon limits provided for in the OEBC Travel and Expense Policy. When a Director attends both a Board meeting and the meeting of another organization, the Director shall attempt to share the expenses across both organizations.
7. Honorariums to compensate a Director's time attending meetings of the Board and meetings of Committees, specifically:

- a. paid annually in December (with deductions, remittances and filings)
 - b. \$600 (1 day) per in-person meeting, per day
 - c. \$300 (1/2 day) per teleconference meeting, regardless of length (estimate 1-4 hours)
 - d. \$600 (1 day) for travel time (i.e. to and from) in-person meeting except for travel within Greater Toronto Area
8. An honorarium and travel expenses may be claimed for attending the AGM or a special meeting of the Members as an observer unless it can be combined with a Board meeting that immediately follows or precedes the member meeting.
 9. The Chair will receive an annual Chair stipend of \$5,000.
 10. The retention of Legal Counsel to support the Board in matters requiring legal counsel.
 11. The Board will establish its cost of governance budget for the next fiscal year by April.

In setting an annual budget, costs will be prudently incurred.

GP-13 Board Elections

The Members are responsible for electing optometric regulatory authority representatives to serve as Directors at each AGM or special meeting of the Members at which an election of Directors is required.

The individual(s) with the highest number of votes are considered elected to that position. If an election is required for different year terms, the individual(s) with the highest number of votes are elected for the longest term, and the individual(s) with the lowest number of votes are elected for the shorter term.

The Board shall consist of:

- One (1) representative from each optometric regulatory authority elected by the Members.

If an optometric regulatory authority is unable to fill their representative position on the Board, the Directors may elect to leave that position vacant or fill it with a representative from another optometric regulatory authority. A maximum of two (2) representatives from any one optometric regulatory authority is allowed on the Board at any one time.

To balance the need for leadership, continuity and avoid losing too much corporate and governance knowledge at one time, directorship terms are staggered with the intention that no more than three (3) Directors leave the Board at any one time.

In the event of a vacancy on the Board, the Board may elect to leave the position open until the next annual general meeting or fill the position based on the recommendation of the Members.

The Board will appoint one (1) Director (who is not up for election) to serve as the returning officer and one (1) Director (who is not up for election) to serve as a scrutineer for the election of optometric regulatory authority representative Directors.

The duties of the returning officer include:

- a) Establish the rules and procedures to ensure the integrity and security of ballots and the voting process.
- b) Attend the voting at the AGM and determine the eligibility of the voters.
- c) Resolve any disputes that may arise.
- d) Ensure the balloting is carried on per the rules.
- e) Ensure supervision of the ballot counting and ensure counting procedures are per these rules.
- f) Make any required decisions concerning the conduct of voting and counting.
- g) Approve the form of ballot.
- h) Supervise the security of ballots before, during and after the voting.
- i) Destruction of all ballots within fifteen (15) days of the election.

The duties of the scrutineer include:

- Assist the returning officer with the ballot counting.

GP-14 CEO Succession Planning

The CEO is directly accountable to the Board and is considered its most important resource and asset. As such, great care and consideration must be given to selecting the appropriate individual or organization to ensure that [Ends policies](#) and activities are carried out in an ethical, responsible, transparent, judicious and fair manner.

To ensure continuity of service, the Board must be given reasonable notice of the CEO's intended length of service so that OECB's activities can be continued without disruption.

Following a notice of resignation, death or termination of the current CEO:

- a) The Board or Committee created for this purpose, will immediately review the current CEO's compensation and benefits package to determine possible changes before a new CEO search is conducted.
- b) The Board or a committee created for this purpose, will be responsible for conducting the new CEO search, reviewing applications and conducting interviews.
- c) An appropriate employment contract will be drafted and reviewed by legal counsel before presentation to the selected candidate.
- d) In the event, a committee is formed to recruit a new CEO, the Board as a whole will maintain sole authority for appointing the new CEO.

GP-15 Fee Policy

To be Developed (initiated June 18, 2020)

- Set out the requirement to set fees
- Include consultation of Members and other stakeholders