



Memo

Date: February 20, 2019
To: Members of Council
From: Tom Potter
Chair, Governance Committee
Subject: **Report of the Governance Committee**

Committee Meetings Dates

Since our report to November 2018 Council, the committee met on the following dates:

- November 20
- December 5
- January 23
- February 12-13

The work of the committee over those meetings has been focused primarily on the report of the external governance review.

On December 6, 2018, Council passed a motion referring the report and its recommendations to the Governance Committee for study and report back. The report of the committee outlining its process and disposition on each of the recommendations is found in document GC20190229-37, item 6.1 under Business Arising.

This memo reports on the additional material covered in the above committee meetings.

Summary of Discussions

1. Committee Orientation

On November 7, a second orientation session was held for new committee members who were unable to attend the first orientation session on August 14. The orientation focused on the mandate of the committee, achievements and activities of the past committee and a high-level work plan for the upcoming term.

2. Self-Assessment Survey and Council Debriefing Protocol

On November 20, the committee looked at the meeting evaluation tools available to Council members. Following every Council meeting, members are invited to participate in an online survey to provide their assessment and comments regarding the most recent meeting.

Council members are also invited to attend a 30-minute, in-person debriefing session immediately following adjournment of each meeting.

The committee discussed the perceived overlap between the two assessment tools as well as the usefulness of the information received.

The committee established an ad hoc committee of two members (Tim Gernstein, Jonathan Rose) to review options for Council members to continue to share their feedback using one of the existing tools, a combination of the two or by developing a new evaluation tool. The ad hoc committee will bring a proposal for the committee's consideration.

3. Mid-Term Appointment Process

At the November 20 meeting, the Governance Committee considered a referral motion from the Executive Committee to recommend a means to identify committee membership opportunities for Council members who join Council once committees have already been established. This motion arose from recent experience when there were no committee vacancies available to two new elected Council members. A draft protocol will be reviewed at an upcoming meeting.

4. Deeming Provision

On November 20, the committee learned that another Ontario regulator, the Professional Engineers of Ontario, have legislative provisions that allow appointed members of their governing Council to continue to serve after the end of their term until a successor is appointed.

In the wake of the many appointed member vacancies on the College's Council, the committee recommended that a similar provision be explored for inclusion in the regulation regarding appointed members. Such a provision would allow the work of the College's mandate to continue while appointments/re-appointments are confirmed. A motion to recommend Council approve a request to amend the appointments regulation was passed by the committee.

5. Vacant Northeast Region Position – Invitation to Apply

On January 23, 2019, the committee approved the invitation to apply for the vacant Council position open to part-time or full-time teachers living in the Northeast region. This position became vacant in early January following a Council member resignation.

The invitation will appear in the March issue of *Professionally Speaking/Pour parler profession* and on the College website/social media channels.

Applications will be received until April 8, 2019. The Governance Committee will review applications and interview short-listed candidates. A recommendation for a candidate to fill the position will be brought to the May 30-31, 2019 meeting for Council's approval.

Motions Referred to Council

That the Governance Committee recommend:

That Council request that the Minister of Education amend Ontario Regulation 345/96 by adding a deeming provision to the effect that where an appointed member term expires, he/she is deemed to be reappointed to that position until a successor takes office.

Committee Mandate/Duties

The duties and mandate of the Governance Committee are described in Appendix 1 of this document.

Future Meeting Date(s)

The next meeting has been scheduled for April 25, 2019.

Committee Members

Irene Dembek, OCT
Tim Gernstein, OCT
John Hamilton, OCT
Sara Nouini, OCT
Tom Potter (Chair)
Jonathan Rose (Vice-Chair)
Ronna Warsh



Tom Potter

Appendix 1

6.05 Governance Committee:

- (a) The Council shall appoint seven (7) members of Council to the Governance Committee.
- (b) One (1) member of the committee shall be the Vice-Chair of the Council and there shall be an additional six (6) members of Council.
- (c) Three (3) of the members of the Governance Committee shall be persons who were appointed to the Council under paragraph 4(2)(b) of the Act.
- (d) Four (4) of the members of the Governance Committee shall be persons who were elected to the Council under paragraph 4(2)(a) of the Act.
- (e) The Governance Committee shall:
 - (i) ensure that the election of the Council by members of the College is being carried out in accordance with prescribed regulations and bylaws including establishing a calendar for:
 - A) the mailing of nomination papers
 - B) receipt of nomination papers and consent to stand for election
 - C) receipt of biographical summary
 - D) printing of voting instructions, biographical summaries, and regional ballots
 - E) mailing of ballots
 - F) election period
 - G) tabulation period
 - H) report to the Council on the process of the election and present the official results
 - I) review election regulations, bylaws, boundaries and population distributions to ensure on going relevancy and make recommendations to Council with respect to any changes
 - (ii) At the inaugural meeting of a new Council:
 - A) provide a list of all nominations received for the office of the Chair and Vice-Chair of Council.
 - B) make recommendations to Council regarding the membership of each committee established in the Act, regulations, or these bylaws.
 - C) make recommendations to Council regarding the chairs of each committee established in the Act, regulations, or these bylaws.
 - D) if necessary, make recommendations to Council for a candidate to fill a vacant elected Council position for which no nominations were received during the election process.
 - E) ensure that a process is in place to receive any further nominations from the floor.
 - (iii) facilitate Council transition including Council member orientations.

- (iv) make recommendations to Council regarding committee structures in terms of size and composition in order to ensure that Council is meeting its obligations under the Act.
- (v) make recommendations to Council regarding the selection of an applicant to fill an acclaimed Council member vacancy.
- (vi) develop Council recruitment strategies and procedures for both elected and appointed members.
- (vii) establish a protocol to facilitate the time for appointment of members to Council when vacancies arise.
- (viii) develop succession planning for Council members and for the office of the Chair.
- (ix) develop risk assessment strategies to ensure Council fulfils its legal, ethical and functional responsibilities through adequate governance policy development, Council development strategies, training programs, monitoring of Council activities, and the establishment of assessment tools for the evaluation of Council committees, committee chairs and individual Council members' performance.
- (x) complete governance audits and report publically on overall Council effectiveness.
- (xi) provide guidance on issues of governance to Council and committee Chairs.
- (xii) develop and recommend to Council adequate oversight policy to ensure that Council fulfils its fiduciary responsibilities.
- (xiii) assist in ensuring that the College and Council function in accordance with the relevant legislation and regulations and the bylaws of the College.
- (xiv) assist Council in establishing/revising mission, vision, values, goals, objectives and policies as may be required.
- (xv) recommend to Council and annually implement a Council development plan to include: Council evaluation, Council education and professional development
- (xvi) recommend and annually implement an evaluation of the Chair of Council.