

ONTARIO COLLEGE OF TEACHERS
Governance Review Report

November 26, 2018

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PREFACE

The Ontario College of Teachers, after a competitive procurement process, retained Governance Solutions Inc. (GSI, formerly Brown Governance Inc.) to conduct an independent professional review of the College's governance.

The objective of the independent review of College governance is to identify, consult and present recommendations to improve the efficiency and efficacy of key governance practices and structures of the College.

Broad stakeholder engagement was central to GSI's approach to this review, to make sure that we heard from as many stakeholders as possible on key governance issues (divergent thinking) before moving to evaluations, conclusions and recommendations (convergent thinking).

Our stakeholder engagement outreach extended to:

- 15,775 members of the public: 15,000 English and 775 French, of whom 89 participated
- 8,000 members of the College: 7,500 English and 500 French, of whom 255 participated
- 36 key external stakeholders, of whom these 11 participated:
 - Ontario Teachers' Federation
 - Council of Ontario Directors of Education
 - Catholic Principals' Council of Ontario
 - Ontario Principals' Council
 - Ontario Secondary School Teachers' Federation
 - Elementary Teachers' Federation of Ontario
 - Ontario English Catholic Teachers' Association
 - Ontario Public School Boards' Association
 - College of Veterinarians of Ontario
 - Ontario College of Pharmacists
 - Ontario College of Social Workers & Social Service Workers
- All members of 7th Council, all members of 8th Council, as well as their Committee Chairs and members (there are overlaps in these groups)
- All members of senior staff who work closely with Council or one of its Committees

The Report begins with an Executive Summary and Recommendations, including rationale for each recommendation. It includes what the College does well and should continue alongside what it can improve and change. This is suitable to be read alone by readers less interested in or time constrained from delving into the details of the research stream findings.

Our evaluation and recommendations are based not only on the four diagnostic streams (the reader can directly trace these to the appendices), but also on our own 27 years of experience and expertise in independently researching and authoritatively writing on regulatory governance in Canada (some of this is summarized in Appendix 4, but the whole body of our research goes well beyond this.)

Appendix 1 contains significant and extensive diagnostics gathered by conducting individual interviews with all interested members of the College's 7th Council (outgoing in July 2018), 8th Council (incoming), senior staff who work with Council and Committees, and an interested past chair. With regard to engaging key external stakeholders, we invited each to participate in an on-line survey whose questions mirrored the interviews. Their feedback is included here with the Summary of Interviews, with more excerpts of their feedback also included at the end of this Appendix.

The primary purpose of the interview research was to conduct evaluations of the effectiveness of Council and Committees, as well as other relevant aspects of the College's governance included in the Governance Review scope.

Appendix 2 contains the survey research findings from on-line questionnaires conducted among the public and the College's members. These include both visual charts and narrative summaries.

Appendix 3 contains Governance Solution Inc.'s (David Brown) observations of the Council meeting of June 7, 2018. By observing a meeting, we can gain a much better understanding of the functioning, information and accountability flow, outworking of roles and responsibilities, as well as otherwise difficult to evaluate yet important aspects of governance such as culture, relationships and behaviour.

Appendix 4 contains the results of our Governance Best Practices Review. We reviewed the Act, relevant Regulations, Bylaws, Policies, as well as Council and Committee meeting reports, minutes and agendas, and public disclosures including the College's website and annual report. We benchmarked these to internationally accepted best practices in governance (e.g. FRC in UK), Canadian national governance guidelines (e.g. CSA and OSFI), and then through the lens of regulatory bodies. This included an explicit comparison to emerging and recent best practices in governance published by leading comparator regulatory bodies in other professions, in Ontario and elsewhere.

EXECUTIVE SUMMARY

If Ontario's regulated professions, including the Ontario College of Teachers (OCT), seek to preserve a self-regulatory governance model, they will need to demonstrate its effectiveness in protecting the public interest: in the case of OCT this primarily means protecting students in Ontario.

There are two main schools of thought regarding self-regulatory governance models. These emerged clearly from the main diagnostics – i.e. authoritative research, comparator practices and trends, research surveys, and interviews – as distinct approaches to self-regulation.¹

One is a representative approach.

The fundamental precept in this model is that members of the profession are best – perhaps uniquely – suited to regulating their profession. This encompasses accreditation and standards setting, as well as investigations and hearings on reported breaches: teachers are best suited to understand both the professional expectations and the job context of situations. This extends to the composition of the Council (governing body) and Committees (which convene panels and committee meetings to hear cases and render decisions). Teachers and other members of the profession should make up at least the majority of each of these, at all levels of governance, to ensure that the profession's expectations and context are appropriately expressed, and to bring a peer review to potential breaches. Perhaps more subtly, the mandate and strategic priorities of the regulatory body extend to – and may even focus primarily on – the protection and advancement of the profession itself.

A second is a regulatory approach.

The fundamental precept in this model is that the protection of the public interest is paramount in the mandate of the body, and to the extent that this is in tension with members' or the profession's interests, the public interest trumps these every time. The Council and Committees are composed of at least an equal number of individuals who are independent from the profession and its membership, some would say a majority. Council and Committee membership is not determined by election from and by the membership, but based on competencies and attributes needed to best populate each. These competencies and attributes could differ from the Council to Committees, and from Committee to Committee, so there is no requirement that Committees be populated by Council members – each has a unique role, best accomplished by people equipped to fulfill that.

Teachers are better equipped to set some standards, but people from outside the profession better to set others. While accreditation and professional standards do call for input by members of the profession, ethical standards and changing cultural frameworks (e.g. clarity on sexual abuse) can better

¹ "Governance" is "the system of direction and control". "Corporate governance" is the overarching system of direction and control of the College itself, encompassing key roles such as strategic direction; performance and risk oversight; Registrar/CEO direction, monitoring and evaluation; Council and Committee structure, selection and evaluation; and financial resourcing. "Regulatory governance" is the system of direction and control within this where the College fulfills its statutory mandate and objects, by applying the Act, Regulations and Bylaws, and revising or recommending revisions to these processes (rules, procedures). "Self-regulation" is a form of regulatory governance where stewardship is in the hands (fully or partly) of the people being regulated: the profession. The College's Council is responsible for both corporate and regulatory governance. Its Statutory and Regulatory Committees (largely) deal with regulatory governance; Committees such as Executive, Finance, Governance and HR deal with corporate governance. These distinctions are important as the reader will see, the College's effectiveness differs significantly in each. (For more, see the outline beginning Appendix 4; for the definition, see the Cadbury Committee Report, "The Financial Aspects of Corporate Governance", London: 1992) <https://www.icaew.com/library/subject-gateways/corporate-governance/codes-and-reports/cadbury-report>

be brought to bear by outside members. While panels and committee hearings may benefit from a peer's voice – for example a principal or supervisory officer when one is dealing with a potential breach by a peer – these need not, and should not, be the majority voice or vote in the adjudication process. Due process and quasi-judicial quality of decision-making are the primary criteria for the effectiveness of these Statutory Committees, and so ought to drive the selection of their members.

The Ontario College of Teachers currently follows a hybrid representative-regulatory governance approach, but clearly one that skews towards representative. Its Council of 37 includes 23 elected members of the profession. Almost every Statutory and significant Committee of the College, including panels, has a majority of members from the profession, mostly the same people as the elected Council members. Council and most Committees are chaired by elected members of the profession. Even rosters of qualified panelists may only contribute one member, and they are precluded from voting in the final adjudication.

The questions we've been tasked with answering are, how effective is the College's governance, and what improvements can be made?

While we will unpack these findings in increasing levels of detail below, in a nutshell our evaluation is:

- The regulatory governance **process** of the College is highly effective;
- The regulatory governance **outcomes** of the College are largely undetermined; and
- The **corporate governance** process and outcomes of the College are not effective.

The regulatory governance process of the College is highly effective.

The upstream regulatory governance process is strong.² This includes accreditation, standards setting, qualifications and all aspects of regulatory governance that set direction for the members and the profession. The College is responsible for applying and complying with Statute, as well as advising on, drafting and revising appropriate Regulations, Bylaws and Policies in regulatory governance. College committees, staff and advisors devote a great deal of time and experience to these efforts, and Council largely is positive in dealing with and accepting their recommendations. Professional standards and additional qualifications are subject to continual scrutiny and upgrading, and this is in line with the public's and Province's expectations and trend. These are at the heart of the College's strategic priorities (2015-18) and resource allocations.

Downstream regulatory governance process is also effective, although it would benefit from a few specific enhancements.³ Downstream process includes investigation, discipline, fitness to practise and all aspects of regulatory governance that monitor, evaluate and hold accountable members of the profession. Again, College committees, staff and advisors devote considerable time and effort to these processes, largely to good effect. Due process and decision-making are of high quality, mostly a credit to staff although not entirely. The College dedicates increasing resources, including education, promotion and on-line engagement, to making these processes accessible to the public, members, school boards and other parties who would initiate a complaint.

² "Upstream" describes all steps in regulatory governance that take place before an event (a breach or potential breach) occurs. Resources are allocated to upstream regulatory governance largely to reduce the risk of breaches occurring.

³ "Downstream" describes all steps in regulatory governance that take place after an event (a breach or potential breach) occurs. Downstream regulatory governance focuses on the reporting of breaches, their adjudication and disposition, and then post-adjudication steps of disclosure and refinement of rules that close the circle back to upstream governance.

There is room to improve downstream regulatory governance process at the College, and we have identified these in our recommendations below.

The regulatory governance outcomes of the College are largely undetermined.

There are two main ways that a regulatory body can seek to gain confidence that its regulatory governance is, in fact, protecting students. One is a direct measurement of the reduction in harm to students: measuring risk in the field. We acknowledge that this is a challenging area of governance for any regulatory body, in fact every body seeking to enforce ethical or professional standards, so they tend to measure activities and extrapolate to outcomes.

A second, acceptable, approach is to use a logic chain model⁴, which maps out the iterative steps in the regulatory process, clearly showing their linkage to and effects on one another and finally to the ultimate outcome, protecting students. Then by measuring what can be measured in each step, reaching a plausible conclusion that the ultimate outcome is being achieved. For example, engaging and communicating expectations with teachers is one step. The steps that enable it would be mapped to the left side of the chain; the steps that it leads to on the other. Every step in regulatory governance would be linked in a linear chain, leading to harm reduction for students at the end. A measure of the success of engaging and communicating expectations with teachers would be taken: an awareness test, for example. Measures of success of every other step in the chain would also be taken. Together, these would stand as a plausible or logical proxy for a direct measurement of risk or harm reduction among students. Council would approve these measures, and then use them for monitoring purposes on a regular basis (some measures would be quarterly, some would be annual.) The College's strategic priorities would be driven by these, aligned with the steps whose outcomes have the greatest impact, i.e. which contribute to the greatest risk reduction.

The College uses an *implied* logic chain approach. Its strategic priorities, Registrar's Reports and Annual Report emphasize measurement of, improvement in, and accountability for enhancing each step in the regulatory process, implicitly concluding that students will be better protected as a result.

It would be best if the College tried to directly measure the risk level in the field, to see if it is actually reducing as a result of its efforts.

At a minimum, the College should adopt an *explicit* logic chain approach to link these steps together and to outcomes, and to measure the effectiveness of each.

Does greater access to complaints protect students? The number of complaints and cases have actually been trending downwards in recent years, but as researchers warn us, a drop in complaints is not always correlated with a reduction in risk, in fact during uptake and change in process, an increase in complaints is a favourable metric since it demonstrates confidence in the process.

Do higher professional standards, additional qualifications and better promotion of these among members protect students? This is a fundamental question to where the College should be spending its scarce resources. There is ample anecdotal evidence – and empirical in several sectors (e.g. electricity and airline safety) – that upstream investment in process pays long-term dividends in terms of risk reduction. It will be important for the College to discern precisely which initiatives are bearing – or are even plausibly likely to bear – this fruit.

The corporate governance process and outcomes of the College are not effective.

⁴ See, for example, Ezekiel & Schacter, "Measuring the Performance of Corporate Ethics Programs: Creating an Ethics Performance Story" (Ottawa: The Conference Board of Canada: 2002).

Two main factors contribute to this: regulatory governance so dominates the College and its Committees that corporate governance is given little attention, and the corporate governance process is politicized in the extreme.

Corporate governance involves the clear setting of a strategic direction for the College to achieve its mandate – protecting students – and then putting in place the risk, people, policies and resources to execute this. In the College’s case, while its Mission, Vision and Values have clear line-of-sight to its mandate, its Strategic Priorities do not, and because of that, the risk, people, policies and resources levels of corporate governance are almost entirely driven by efforts to enhance regulatory governance process (discussed above) and to engage with and advance the profession, both in Ontario and beyond, and at times they are driven by tactical operational considerations. Some of these regulatory governance efforts may be laudable, in terms of the College playing an important role facilitating, leading and influencing provincial, national and international work groups, but it is not clear that these and other efforts to promote the brand and profession are really contributing to protecting students.⁵

More fundamentally, the College’s corporate governance is highly politicized. While one would expect an advocacy role alongside teachers during the hearing process as being valid, the politicization at the College extends well beyond that. Council votes are monitored in real time, and feedback given to Council members by outsiders. Council meetings are dominated by a parliamentary process that stifles dissent and even dialogue. Council meetings descend into debates about member fees (\$150/year per member unchanged for some time), council perks and staff performance evaluations and pay.

At election time, some Council members are actively solicited to step down – you will not have our support – and other prospects are solicited to step forward. Low turnout and many prescriptive districts leverage politicization further, resulting in some elected Council members essentially being hand-picked by a very small number of people, based on connections and voting record, rather than competencies or leadership fit.

The Council’s governance structure has every elected Council member serve identical three year terms, with a limit of two terms. This means that every three years there is an upheaval in Council, with a 50% or higher turnover of elected members, resulting in dislocation of institutional memory and a challenging learning curve for new Council and Committee members who are expected to contribute on day one.

Every three years, once the new Council is convened, a rushed process of selecting its Chair, Committee Chairs and members puts real power in the hands of the small number of returning Council members. There is no easy way for Council as a whole to change its mind on its leadership even if it agreed on better choices six months or eighteen months down the road.

The structural requirement for a majority of elected members on Council, Committees and panels further politicizes corporate governance.

⁵ Since the completion of our diagnostics, Council has adopted a new set of Strategic Priorities (November 8, 2018.) A couple of these seem to move in the right direction: developing KPI’s (key performance indicators) and focusing more on risk. To the extent these will be linked to ultimate risk reduction among students, e.g. through an explicit logic chain or value chain model, measuring outcomes, these would contribute to more effective governance and align with the mandate. However, the wording around risk is not clear: what “risk” is being referred to is ambiguous, rather than explicitly tying this to the mandate of protecting Ontario’s students; and these talk about managing risk rather than governing or overseeing risk. Also, some of the new strategic priorities still focus resources on advancing the profession and promoting self-regulation.

Each of these steps is defensible as democratic in one way, but the aggregate effect is neither democratic nor functional. A small minority of members, even their proxies at times, are selecting governors for three years from a small pool of candidates often selected based on connections and voting record, then the successful Council and Committee members are expected to be fully functional regardless of their experience, fit or training.

Even more fundamentally, the continued politicization of the College's corporate governance has led to a widely-held perception among the membership – shared by some Council members too – that the true purpose of the College is to protect and represent the teaching profession. Some Council members and their political supporters even ran on this platform. This fundamental flaw stands in the way of the College from being able to unashamedly and unrestrictedly focus on its real purpose, protecting Ontario's students.

RECOMMENDATIONS

Here are our recommendations to enhance the effectiveness of the Ontario College of Teachers' governance, along with rationale for each. These are grouped in approximate priority order in terms of their expected impact. Many will require a change to Statute or Regulation to adopt, although several important recommendations may be implemented right away internally. The Appendices go into greater detail on the findings of each stream of research that contributed to these recommendations.

Recommendations	Rationale
The first set of recommendations reform Council and Committee structure and composition. These move to a competencies-based approach, with a much larger number of qualified and interested members of the profession and the public serving in these roles, with more flexible terms. These reforms significantly strengthen corporate governance while preserving a self-regulatory model.	
1. Council will comprise 14 members, 7 from the profession and 7 from outside	<p>With a 37 person governing body, it is practically challenging to solve complex problems or engage in constructive dialogue, so the substance of governance usually defaults to committees and to staff.</p> <p>Council's size is unwieldy and is essentially imposed by the need to populate 14 committees from its 37 members. This need is removed by populating Council and Committees with different pools of people.</p> <p>A Council of 14 is a reasonably sized governing body that is optimally positioned to provide effective strategic direction and oversight to the College's corporate and regulatory governance, and staff through its Registrar. While an optimal group size for problem-solving is 7, the average board size in Canada is 11. This recognizes the benefit of diversity and divergent thinking on governing bodies. In regulatory bodies, and not-for-profits in general, the average is slightly higher, recognizing the importance of hearing different voices directly around the governance table. A group of more than 15, however, becomes more difficult to manage and to function effectively, and larger boards almost inevitably spawn Executive sub-Committees which act on their behalf – not a good governance practice.</p> <p>The clear trend among other senior self-regulated professions is towards smaller governing boards/councils, balanced in make-up.</p> <p>An equal number of members from the profession and outside brings equity and balance to a self-regulatory body with the profession having a self-regulatory voice but not unduly dominating. It moves away from more of a representative model where protection of the profession can obscure protection of students, both in perception and in practice.</p>
2. Council members will be selected from a pool of qualified applicants following a robust, transparent process	Both members of the profession and the public will be encouraged to apply for Council membership, selected by a Governance & Nominating Committee (GNC) which will vet their competencies and attributes to an optimal profile for Council.

Recommendations	Rationale
	<p>Other senior self-regulated professions are moving in the direction of competencies-based appointments in place of elections to choose their governors. This change is supported by the public.</p> <p>GNC will need to err on the side of ensuring a breadth of outreach (inclusion) and a robust, transparent process from beginning to end.</p> <p>Board and governance experience, leadership, strategy, risk and human resources expertise will be central criteria.</p> <p>Public members will be appointed by the Province, informed but not limited by the recommendations of GNC.</p> <p>Profession members will be appointed by Council on the recommendation of the GNC.</p> <p>This is a democratic process, just a different approach than elections by members; it is not undemocratic to seek relevant competencies.</p>
<p>3. Statutory (except Executive), Regulatory and Standards of Practice and Education Committee (regulatory governance) members will be selected from pools of qualified applicants following a robust, transparent process⁶</p>	<p>Both members of the profession and the public will be encouraged to apply for Statutory and Regulatory Committee membership, selected by a Governance & Nominating Committee (GNC) which will vet their competencies and attributes to optimal profiles for these.</p> <p>Both the public and members of the profession support composing these committees with different people than Council. Both groups, and other senior self-regulated professions, favour a competencies-based approach to committee selection.</p> <p>GNC will need to err on the side of ensuring a breadth of outreach (inclusion) and a robust, transparent process from beginning to end.</p> <p>Experience and familiarity with due process and quasi-judicial decision-making processes, as well as with ethical standards and the public interest, will be central criteria.</p> <p>Public members will be appointed by the Province, informed but not limited by the recommendations of the GNC.</p> <p>Profession members will be appointed by Council on the recommendation of the GNC.</p> <p>Currently at OCT, the Accreditation and Human Resources Committees reflect movement towards this competency-based approach.</p>
<p>4. Regions, linguistic, faith and other groups will be</p>	<p>Moving from a representative election model to a competency-based appointment model calls for the Governance & Nominating Committee to put in place a mechanism to intentionally and</p>

⁶ If there is an appetite to adopt these recommendations quickly, then current Council members could select whether to continue serving on a Statutory Committee or Council, and their fit would be assessed, so establishing initial Committees with members already trained and familiar.

Recommendations	Rationale
consulted in the selection process	meaningfully reach out to regions, linguistic, faith and other groups to obtain their input, and to include this in their reporting to Council, members and the public.
5. The mix of profession and public members on committees will be driven by best outcomes	<p>The “right” balance of profession and public members will vary by committee:</p> <ul style="list-style-type: none"> • Investigation, Discipline and Fitness to Practise Committees and panels will have equal members of both, the number from the profession to include specific representation of peer groups where applicable (e.g. principals, supervisory officers, Francophone, Indigenous, etc.) • Accreditation, Accreditation Appeal, Registration Appeals and Standards of Practice and Education will have a majority (of one) of members from the profession • Executive Committee will be a Committee of the Whole of Council • Audit & Finance, Governance & Nominating and Human Resources sub-Committees will have a majority of Council members from outside the profession, consistent with best practices that each have a majority of independent members, with an ability to appoint non-Council members, but only if needed due to capacity gaps • Governance & Nominating Committee in particular needs to have a majority of outside members, to avoid either the reality or perception that a small group of members of the profession, potentially highly politicized, controls the selection process, which is the current situation that must change if self-regulation is to be preserved at the College. The profession would be represented on GNC, by qualified and interested members of Council, and the majority of outside members need not be more than one, the precise mix would be driven by best fit.
6. Council and Committee members will serve two year staggered terms, renewable up to four times (eight years)	<p>Three years (current term) is a very large time commitment to expect a teacher to give at once, and this presents challenges to the classroom, students and schools alike in managing.</p> <p>Non-staggered terms mean that half or more of profession members of Council leave at the same moment, replaced by completely new people with little or no preparation or training.</p> <p>Two year terms offer a reasonable time commitment for teachers, principals and others employed in occupations that call for long-term career commitment and continuity to give. The College also receives a reasonable time commitment to expect from each member.</p> <p>Staggered terms mean that half of Council and Committee members are up for re-appointment every year, but they can be renewed up to four times if both they and the College are satisfied with their</p>

Recommendations	Rationale
	<p>contributions, participation and time commitment. In practice, the College can expect an annual turnover of 15% (approx.) in this model, which is much easier to manage in terms of onboarding, training, succession and flow.</p> <p>Institutional memory is prolonged; dislocations and “fire hydrant” orientation every third year are mitigated.</p> <p>Council and Committee Chair succession can be planned.</p> <p>Most other senior self-regulated professions use staggered terms or an effective variant of these.</p>
<p>7. Chairs of Council and Committees will be selected from and by their members, informed by a review by Governance & Nominating Committee, with one year renewable terms</p>	<p>Annually, the Governance & Nominating Committee will review interested and qualified individuals and provide this review to Council and each Committee for them to select their Chairs.</p> <p>Chairs of Council and Committees need not be members of the profession; they will be selected based on best fit, and this may be a public member.</p> <p>One year terms are renewable up to four times (four years) on mutual agreement.</p>
<p>This set of recommendations address the gaps in strategic, performance and risk direction. By aligning strategic priorities, measures and resources explicitly with its mandate to protect students, governance effectiveness is significantly enhanced. All of these recommendations may be implemented right away, without external approval.</p>	
<p>8. Council will approve Strategic Priorities that explicitly align with and improve protecting students⁷</p>	<p>The primary role of corporate governance is to set a clear strategic direction, with strategic priorities (objectives and strategies) that will clearly achieve the College’s mandate, objects, mission, vision and values.</p> <p>The College – Council and senior staff – need to agree and articulate a crisp, clear purpose and then strategic priorities to achieve this.</p> <p>The protection of students is the end, the protection of the profession is a means towards that end, to the extent this can be plausibly demonstrated.</p>
<p>9. The College will directly measure harm reduction among Ontario’s students and/or adopt an explicit logic chain model to link strategic priority</p>	<p>The diagnostics showed a widespread lack of understanding and misunderstanding of the College’s mandate, strategic priorities, initiatives and outcomes, not only among the public, members and external stakeholders, but even among incoming Council members (“black box” and “big brother” comments.)</p>

⁷ Council approved a new set of Strategic Priorities in November 2018 – see our observations in a footnote in the Executive Summary.

Recommendations	Rationale
activities to this desired outcome, and report publicly on these outcomes	<p>The only way that the College can make informed resource allocations, and effectively govern its risk, people and policy levels of governance, is to measure the outcomes of its strategies.</p> <p>The best way is a direct measure of risk reduction in the field.</p> <p>The second best way is an explicit logic chain linkage from upstream steps (including accreditation, standard setting, additional qualifications, member education and engagement) through downstream steps (including access and education about breaches and reporting these; investigations, discipline, fitness to practice due process, hearings and decisions; and communicating these decisions widely) to reduced student risk outcomes.⁸</p> <p>These results then need to be communicated in a broad and sustained way to all the College's stakeholders.</p>
10. The College will continue and hone its initiatives to engage the public and members through web-site, newsletter, focus group, poll and other means, measure and report on the improvement in understanding of the College's purpose	<p>Efforts to engage the public and members are a strength of the College and these efforts need to be sustained and continually honed. Accessibility, transparency and education are three pillars of accountability.</p> <p>Explicit measures and monitoring of the outcomes of these initiatives (a greater understanding and better application) will improve efficiency and effectiveness.</p> <p>The College is a leader in public disclosure including of panel decisions, and it should not waver from this commitment to transparency and accountability.</p>
<p>This set of recommendations deal with culture and functioning. Governance is a tool that can transform organizational culture, and all of the other structural and process recommendations (from #1 to #37) are designed to transform the College's culture – as long as its leadership actually seeks this change. Enhanced, mandatory governance education will go a long way to addressing one of the two underlying obstacles to effective governance: a shared and clear understanding of what governance is, the “why” and “how” of effective governance (the other obstacle, extensive politicization, is addressed in the first set of recommendations.) Most of these important recommendations may be implemented right away, without external approval called for.</p>	
11. Council's governance culture will be more healthy, respectful and professional	<p>The diagnostics demonstrated, among a significant number of Council members and members of the profession, both a lack of respect for staff, and a “them vs. us” in terms of teachers vs. public members. These are symptoms of an unhealthy governance culture which must change. This was clear both from our interviews and our own direct observation of meetings.</p> <p>Council needs to reframe its thinking in this regard. Council members should respect the role and professionalism of staff, and then build</p>

⁸ Logic or value chains are outlined more in the Executive Summary.

Recommendations	Rationale
	<p>on their work, including through constructive engagement, but not resent or distrust this work. Public members should be respected and treated as equals in each step in governance. And of course members of the profession should also be respected and held in high regard.</p>
<p>12. The College will be renamed “The Ontario Teachers Regulatory Authority”</p>	<p>“College of Teachers” implies a representative (“of teachers”) role and contributes to the sense that its priority is to protect and advance the profession instead of students.</p> <p>“College” emphasizes its accreditation role over its core investigation, discipline and fitness to practise roles. While other regulated profession governing bodies in Ontario have traditionally been called “College”, this is even more problematic for the teaching profession, whose members also still refer to an “Ontario Teachers College” that is truly a pedagogical institution.</p> <p>The new name reflects the statutory authority and duty from the province and people of Ontario to regulate teachers.</p> <p>A new name is a central element in transforming governance culture.</p>
<p>13. The College will adopt a structured, mandatory governance education program for Council, senior staff and Committee members, as well as a separate program for all Chairs</p>	<p>The diagnostics reveal a huge gap in understanding what governance is, why it exists and how it is done. There is considerable ambiguity in roles and responsibilities, leading to Council often micro-managing, and staff filling a governance vacuum left by Council.</p> <p>All need to have a common understanding of corporate and regulatory governance and role clarity. Council members need to understand why and how to govern. Senior staff needs to understand how to report to a governing Council, and how not to bring Council into the “kitchen” of operations.</p> <p>Council member professional development (PD) is self-directed vs. being driven by a competencies profile to build capacity and fill gaps in identified areas, which would be much more effective.</p> <p>The budgeted amount for Council member PD (\$2,520/three years) is low for an organization with this level of public responsibility.</p>
<p>14. Formal annual evaluations of the effectiveness of Council, Committees and Chairs will be conducted based on pre-agreed criteria</p>	<p>Best practice in governance calls for a robust evaluation process, driven by expectations agreed to at the beginning of each year.</p> <p>Council, Committees’ and Chairs’ evaluations will be facilitated by the Governance & Nominating Committee. Findings are shared with the Executive Committee and a summary of actions with full Council, with a forward-looking view to enhancing effectiveness.</p> <p>Engaging external professionals with direct contact with evaluated and evaluator is best practice, to mitigate internal circularity and subjectivity (bias in either direction).</p>

Recommendations	Rationale
<p>15. Formal annual evaluations of the effectiveness of the Registrar will continue to be conducted, driven more explicitly by strategic priorities aligned to achieving the mandate</p>	<p>Best practice in governance calls for a robust evaluation process, driven by expectations agreed to at the beginning of each year: Registrar performance objectives reflecting approved strategic priorities once these are better aligned with the College's mandate.</p> <p>The Registrar's performance evaluation will be facilitated by the Human Resources Committee. Findings are shared with the Executive Committee and a summary of actions with full Council, with a forward-looking view to enhancing effectiveness.</p> <p>Engaging external professionals with direct contact with evaluated and evaluator is best practice, to mitigate internal circularity and subjectivity (bias in either direction).</p>
<p>16. The Executive Committee will be a Committee of the Whole with a changed mandate; public, closed and executive sessions will be redelineated</p>	<p>Council striking the right rhythm, balance and consistency in meeting functioning will be important to effectiveness; these are not working well currently. A "culture of fear", division and speechifying is virtually an inevitable result of asking governors to express their dissent, dialogue and constructively engage with one another and with staff, in public meetings attended by parties with special advocacy interests.</p> <p>Public meetings of Council will continue to be held, to receive, ask questions on and make decisions regarding regulatory governance Reg, Bylaw and Policy changes, Committees' reports, Registrar's reports and highlights of corporate governance.</p> <p>The Executive Committee will meet in Committee of the Whole, in closed session, to promote an open dialogue and constructive engagement with one another and with staff on corporate governance matters (strategy, risk, people, policy and resources), including discussing the work of the Audit & Finance, Governance & Nominating, and Human Resources Committees.</p> <p>Executive sessions of Council or Executive Committee will be limited to matters dealing with the Registrar's employment management. Otherwise, the Registrar will not be excluded from closed sessions. In Camera sessions are being abused – e.g. June 2018 Council meeting, Governance Committee meeting same month, also numerous interviewees – to facilitate closed door caucuses without staff present.</p> <p>Other senior self-regulated professions are either disbanding or reframing their Executive Committees.</p> <p>The College's <i>In Camera</i> Policy will be revised (and renamed) to reflect these changes in meeting practice.</p>
<p>17. The Council Chair will not be full-time, and will</p>	<p>The choice of making the Council Chair position full-time reflects governance practice in completely different types of organizations,</p>

Recommendations	Rationale
focus on ensuring an effective Council	<p>and has led to efforts to find activities for a full-time Chair to engage in.</p> <p>Instead of being an external spokesperson and ambassador, the Chair will focus on being an effective manager of Council, resource to Council members, liaison with the Registrar, and coordinator of issues among committees.</p> <p>The College's Communications Protocol will be tweaked to reflect that the Registrar is the spokesperson for the College, and the Chair for Council.</p>
18. The Steering Committee will be disbanded, and Presiding Officer no longer used, with their responsibilities assumed by the Chair of Council	Managing Council meetings is the responsibility of a Chair, both before (currently a Steering Committee deals with agendas and motions) and during (currently a Presiding Officer deals with chairing meetings) meetings.
19. Strict parliamentary procedure at Council meetings will give way to a less formal process to promote dialogue, constructive challenge and dissent	<p>A smaller Council, unencumbered by a Presiding Officer, and well led by a capable Chair, embraces best practices in board effectiveness by promoting open dialogue, constructive engagement, challenge and dissent, all in the spirit of curiosity, enquiry and fiduciary duty to focus on how we might best protect Ontario's students.</p> <p>A strict parliamentary procedure and enforcement of Robert's Rules of Order quash these essential ingredients in board effectiveness; these were never designed for boardrooms but for members' and shareholders' meetings.</p>
This set of recommendations builds on the initial structural reforms by outlining enhancements to the effectiveness of specific Committees.	
20. The Discipline process will be streamlined	<p>Despite a published target of 90 days to resolution – 120 days in exceptional cases – many cases are taking upwards of a year to resolve.</p> <p>Part of this will be addressed by committee composition changes recommended above, to ensure sufficient numbers of qualified individuals are available to strike panels, hear and adjudicate cases.</p> <p>The College will need to work on further improvements in downstream uptake processes (the steps from a breach or potential breach occurring until it is ready to be adjudicated) to reduce the time needed to deal with each complaint, and smooth the review process. For example, the College should continue its efforts to equip parties who file complaints, e.g. with a user-friendly template, toolkit and access to coaching.</p>

Recommendations	Rationale
<p>21. Rosters will be maintained to provide a pool of qualified panelists to supplement Committee members, selected from pools of qualified applicants following a robust, transparent process</p>	<p>While Statutory and Regulatory Committees will be populated with sufficient numbers of members to facilitate the convening of most required panels, there will be occasions when it is useful to call upon rosters of qualified individuals to supplement the panels. An example is when principals, supervisory officers, Francophone or Indigenous members are facing a potential breach.</p> <p>The process of selecting roster members will be integrated into the open, robust, transparent process of competencies-based selection for the Committees, led by the Governance & Nominating Committee.</p>
<p>22. Roster members will have voice and vote equal to Committee members on panels</p>	<p>In many cases, roster members may be even more specifically suited to serve on panels than Committee members, at least equally, so deserve authority equivalent to their responsibility and commitment.</p>
<p>23. The College will continue and hone its orientation programs for new Statutory and Regulatory Committees in regulatory governance</p>	<p>The diagnostics demonstrated that the College, its staff and outside advisors design, conduct and deliver robust and effective orientation programs in regulatory governance.</p> <p>The use of outside experts and case scenarios are particularly helpful to some new Committee members (although not all.)</p>
<p>24. Audit & Finance, Governance & Nominating, and Human Resources Committee (corporate governance) members will be selected from Council members</p>	<p>These three committees currently do and should function as true sub-committees of Council, to assist it in effectively governing the College.</p>
<p>25. The Finance Committee will be renamed Audit & Finance Committee and its charter revised accordingly</p>	<p>The main function of this committee is actually Audit – reviewing financial statements and working with the auditor – and not Finance – budgets and treasury – so a name change and realignment of its charter will refocus its emphasis on this value add, not on budgets (fees) and treasury (cash) management.</p>
<p>26. The Governance Committee will be renamed Governance & Nominating Committee and its charter revised accordingly</p>	<p>The main function of this committee will be finding qualified members for Council and Committees, including conducting the processes to identify and fill needed competencies and attributes for each.</p> <p>In addition to these nominating responsibilities, the Governance & Nominating Committee will retain responsibility for governance: Council and Committee charters’ review, evaluation, orientation, education and effective governance practices.</p>

Recommendations	Rationale
	Its current responsibilities for strategy and risk belong to Council as a whole, not to a sub-committee.
27. The Human Resources Committee's charter will be tweaked to clarify its roles	<p>HR oversight at the corporate governance level appropriately consists of (1) assisting Council in effectively managing the Registrar's employment relationship and (2) overseeing strategic (high level, substantive) human resources matters such as diversity, policy and equity.</p> <p>The HR Committee's charter and work plan will reflect these, not other deeper responsibilities at the College (e.g. "salary administration" and the Deputy Registrar.)</p>
28. The Quality Assurance Committee will be a working group of the College, not Council, with a Scorecard to Council	<p>To the extent that the College and staff benefit from a Quality Assurance Committee, it should be an organ of the College, struck by, composed by and accountable to the Registrar. This is undertaking staff advisory work, so it is not appropriate for it to be an organ of Council. It may or may not include Council members as deemed best.</p> <p>The Registrar will periodically prepare a Scorecard on Quality Assurance to give Council the confidence it needs in this area.</p>
29. The Editorial Board will be a working group of the College, not Council	<p>To the extent that the College and staff benefit from an Editorial Board, it should be an organ of the College, struck by, composed by and accountable to the Registrar. This is undertaking staff advisory work, so it is not appropriate for it to be an organ of Council. It may or may not include Council members as deemed best.</p>
The final set of recommendations identifies other opportunities for the College to improve its governance effectiveness. Some of these may take some time to complete.	
30. The Vice-Chair office will be disbanded	A Vice-Chair Office is not needed, nor does it add to efficiency in College governance. The Chair can effectively fulfill Council leadership roles, and a designate (the Governance & Nominating Committee Chair for example) can step forward in unplanned absences.
31. The College will track, monitor and report on the effectiveness of the complaint resolution processes	These fairly recent changes in downstream process have met largely with positive feedback, but some fear a lack of fairness or transparency; by tracking and reporting on these outcomes, the College will be able objectively to evaluate these initiatives and inform others to gain their confidence.
32. The College's Bylaws will be revised to be more enabling than prescriptive, to focus on	The College's Bylaws are highly prescriptive rather than enabling in terms of approach. They delve into the <i>minutiae</i> of process, from what business may be brought to Council and how, examples include a preference for vote tabulation software, balloting procedures for the Chair & Vice, notice provision details ("rebuttable presumptions")

Recommendations	Rationale
substance more than process	and “bank holidays”), and securities in safety deposit boxes not custodial services. Delegation of approval and signing authorities belong in Policy level, not Bylaws.
33. All Board-level Policies of the College will be systematically monitored and reviewed	Board level Policies would benefit from a refresh and alignment with one another – some are aged, some are Carver ⁹ , in many cases it is not clear who and when reviewed or approved the Policy and when it is next due for review. This review would extend to responsibility for monitoring compliance with each.
34. Council and each Committee will adopt and use an annual work plan	Work plans map standing responsibilities and new priorities to regular meetings each year, ensuring a smooth flow of information and pre-reading materials in a timely manner, then tracking, monitoring and reporting on progress through the year. The Quality Assurance and Public Interest Committees ¹⁰ currently use work plans.
35. The College will adopt, monitor and report on a Diversity Strategy for the Council and Staff	Moving to a competencies-based selection process will not preclude, in fact it will facilitate, a strategy of achieving diversity around the Council and Committee tables, contrasted with an election process. Further, best practice in governance is for the Diversity Strategy to extend to senior staff, to the top three levels of management.
36. The College will tidy up its membership records	Over 81,000 members are suspended due to non-payment of fees: if these are inactive members who are never going to reengage, it makes sense to remove them from the membership roll so that numbers are not skewed nor misunderstood; also, for budget and fee setting purposes.
37. Public members of Council, Committees and roster panelists will be remunerated in a fair exchange for their expertise and time	The differential between – and low amount of – public members’ remuneration to that for elected members is a source of frustration in regulated professions: equivalent pay would send a signal in terms of equivalent value and responsibilities [<i>this is an OIC level authority, outside the College’s control</i>].

⁹ Carver’s Policy Governance is a governance model dating to the 1970’s, still fairly popular in the “MUSH” sector (municipalities, universities and colleges, school boards and hospitals/health care). It emphasizes boards (Council) governing through policies, and staying out of operations. Reform governance, articulated by authorities such as Cadbury (UK, 1992), Dey (Canada, 1994), Sarbanes and Oxley (US, 2002), emphasizes boards (Council) governing through strategic and risk direction, which then drive people, policies and resources (see Appendix 4.)

¹⁰ The College’s Public Interest Committee was dormant during our Governance Review period due to a lack of appointments of members. Once the recommendations in this report are adopted, there should not be a need for this committee.

APPENDIX 1: COUNCIL AND COMMITTEE EFFECTIVENESS EVALUATION

A significant and extensive diagnostic was conducting individual interviews with all interested members of the College's 7th Council (outgoing in July 2018), 8th Council (incoming), senior staff who work with Council and Committees, and an interested past chair. With regard to engaging key external stakeholders, we invited each to participate in an on-line survey whose questions mirrored the interviews. Their feedback (11 external stakeholders who participated) is integrated with the Summary of Interviews tables here, with more excerpts included at the end of this Appendix.

The primary purpose of this research was to conduct evaluations of the effectiveness of Council and Committees, as well as other relevant aspects of the College's governance included in the Governance Review scope.

The first section of this Appendix summarizes the responses to the 12 interview questions which we asked – what's working well, what's not working well, and then questions #3 to #12 which explicitly deal with the ten areas of scope identified in our Governance Review mandate.

The second section of this Appendix pulls out from all the interviews the evaluation results of each Committee.

We report the interview results for each question and area in the tables below in two ways:

- a summary of the key findings (in most cases a majority evaluation, but we state when it's a minority view), and
- sample representative interview comments to give a flavour for the interviews without regurgitating a high level of detail and repetition, and to mitigate against unintended attribution.

Questions	Interview Results
1. What's working well?	<p>#1: Staff is excellent: highly competent, professional and pull everything together</p> <p>#2: College is well run</p> <p>#3: There is a good group of diverse people on Council, teachers and public members alike</p> <p>There is a strongly held minority view, including by one group of external stakeholders, that the College's governance structure, especially composition of Council, is working well and should not change.</p> <p>Sample Representative Interview Comments</p> <ul style="list-style-type: none"> • College does many things well: not as "big brother" as thought, good staff • Well run • Staff is very supportive • Staff pulls everything together • People on council have interesting and diverse backgrounds • Diversity in experience and backgrounds bringing a lot of value; Good to have members of the public, helps broaden view; • Like that the magazine communicates with membership, but not always happy with how it's communicated

Questions	Interview Results
	<ul style="list-style-type: none"> Diversity of perspectives is excellent; like the provincial representation; Staff are highly competent
2. What's not working well?	<p>#1: need role clarity for Council and staff: both bear some responsibility for current high levels of micromanagement</p> <p>#2: a focus on teachers' interests rather than the public's</p> <p>#3: need a "hand off" of strategy & process from one Council to the next</p> <p>#4: a culture of fear because of politicization</p> <p>#5: member and Council member education needed in the role and mandate of the College</p> <p>There is a minority view, including among one group of external stakeholders, that there is nothing wrong with Council and its governance per se, but that the College spends too much time and money on self-promotion, and not on their mandate to protect the public interest; and that the Discipline and Investigations processes are not fair and should be less punitive</p> <p>Sample Representative Interview Comments</p> <ul style="list-style-type: none"> Council members need to remember roles: Council member and represent the public, not to micromanage; have to remember they don't work for the college, they work for the public Better grasp of what the older council was attempting to achieve There is definitely a culture of fear Staff keep things running (a good thing) but they try to draw the Council down to operational issues Council refresh every three years loses sight of strategy Members of the teaching profession are unclear of how the College is run, its mechanics, and that the College isn't there to serve them (they serve in the public interest) A more competencies and skill-based system would be an improvement. Members don't always have skillsets related to the committees they serve on. College should be engaging more with membership [Perception of the] College's disciplinary "overlord" position Repository of knowledge and intrinsic control does tilt towards staff due to the three year turnover on Council
3. Council overall:	<p>#1: political over competence</p> <p>#2: transparency in the selection process is in question</p> <p>#3: too large [vast majority of respondents]</p> <p>A minority view is that teachers should have a larger proportion of Council seats</p>
<ul style="list-style-type: none"> 37 member size/functionality 23-14 elected-appointed split 	

Questions	Interview Results
<ul style="list-style-type: none"> diversity along geographic, language, school system lines framework for decision-making in support of strategic priorities and the public interest appropriate process and timelines for the appointment of public members appropriate process and timelines for the election of members of the profession 	<p>Will need to address how to deal with geographic and other diversity/balance questions if change size and selection process</p> <p>Sample Representative Interview Comments</p> <ul style="list-style-type: none"> While it may seem at first glance that 37 is an unwieldy number, we really need a number in that range to populate all the Committees (especially Discipline Panels), unless we found a different way to populate the Committees Unions (OECA especially) have a history of endorsing, more so of backing or encouraging candidates, which drives a wedge with College staff in terms of independence and qualifications of Council members. Both government and unions apply “political” influence There should be a smaller council put into place immediately, with equal numbers of appointed (public) and OCT members. The OCT members should have to apply and then be appointed through a selection process. The election process does not work. There is a need to expand numbers of people on the roster significantly in order to do the "work" of the committees. Thus the actual Council members would stay in their governance roles. There is also a belief that if Council attends to governance matters only then a full time Chair is not required. [Note: this interviewee’s response is a succinct synopsis of the main recommendations of our entire governance review] Have a fiduciary duty to protect members, e.g. stewardship of their money [note, we left this comment in as illustrative but fundamentally flawed] Would be ok with a mixed model where Statutory Committee members are selected in a different way, based on competencies [this has widespread support] Have a huge problem with the way that appointed (public) members are appointed – it’s important to have appointed public members, but the process needs to be improved Not enough appointed members to meet quorum Mix in backgrounds brought by appointed that bring a mix of perspectives Time commitments weren’t made clear during on-boarding process Diversity is excellent Lack of meetings It’s a nice balance – think it’s important to have more members than public, but the public members do bring other eyes to work of College Don’t know enough to be able to say if having different people serving on Committees than Council would be net positive Hopeful that Council members will focus on effective governance of the College, a bit concerned about “misplaced passion” of some members Diversity is the highlight

Questions	Interview Results
	<ul style="list-style-type: none"> • Board size is too large • Council size is large, but necessary to support committee sizes; split is appropriate, but committees being at 50/50 is a problem • Split is appropriate • Size “feels too large” • Council size reduction is a bad idea; would lead to less representation for rural/far flung areas; council focus feels very Toronto-centric [this is a helpful caution highlighted above] • More French language members, and more representation from northern Ontario • Split is a bit political; some serious challenges around the election process
<p>4. Council Chair</p> <ul style="list-style-type: none"> • Selection process • Role / mandate • Remuneration? • Other? 	<p>#1: role ambiguity with Council Chair position: need role clarity</p> <p>#2: Chair election/selection process is rushed and ineffective: need clarity and improvements</p> <p>#3: Chair is chosen based on politics and a short speech, not by their fit for the position</p> <p>If Council focuses on its governance role, there is no need for a full-time Chair [there was a fairly even split on full-time vs. part-time]</p> <p>Sample Representative Interview Comments</p> <ul style="list-style-type: none"> • Council members are encouraged, from the very beginning of onboarding, to contact staff directly rather than to go through the Chair / Vice-Chair, and so it is these relationships that tend to grow, so Chair is not seen as first resource for Council members: this is a (another) governance practice that impairs the ability of Council to form and act as a cohesive team • Like the full-time Council Chair • See the Chair as the/a spokesperson for the College, not necessarily the Registrar [note: we don’t agree with this comment, but share it as illustrative] • HR Committee is taking a look at the scope of duties of the Council Chair • Unclear on chair’s role beyond occasional interactions • Selection process not appropriate; felt like “backroom dealing” • Selection process seemed very democratic • Very dissatisfied with council chair selection process though very happy with current council chair; 3-5 minute speeches alone make it impossible to make an informed decision
<p>5. Committees</p> <ul style="list-style-type: none"> • review of the mandate/ 	<p>#1: widespread support to populate Committees with members at large, not just Council members</p> <p>#2: the right Committees working on the right things (for the most part)</p>

Questions	Interview Results
<p>necessity for all standing and special committees</p> <ul style="list-style-type: none"> • size and composition of all committees to meet legislative, regulatory or buy-requirements • duration of committee membership • process for assignment to committees (interest, experience, competency, time commitment, number of committee assignments) • role and membership of Executive Committee • unique committee skill and knowledge requirements 	<p>[Note: each Committee’s effectiveness is evaluated below in its own section]</p> <p>Sample Representative Interview Comments</p> <ul style="list-style-type: none"> • There are challenges with vacant positions – it takes so long to fill these, there are holes in both Council and (especially) Committees like Investigations and Discipline. • Would support the move to populate Committees with members at large, not just Council members • Good Committee structure in place • Unsustainable for Discipline, Hearings and Investigations Committees relying on Council members without relying on Rosters to fill panels. Need to have the right skill sets on these committees: would like to see one (or few) Council members on each of these Committees, or maybe completely different sets of members than Council members (heavy time draw without necessarily having highly qualified members with right skill sets fit). • Discipline and Investigations operate jointly with 17 Council members plus roster members: in order to meet current/anticipated needs, each Council member is asked to commit 50 to 60 days per year for the three Statutory Committees. This is a real challenge for teachers in the classroom – so we get challenges on the one hand with those who won’t make this commitment, and on the other hand from schools and parents who question the teacher’s commitment (ironically, affecting the students’ interests). Can only use Roster members to a limited extent but Teachers Act requires at least one elected Council member and one public Council member on each Panel. Currently hold about 100 hearings a year, have lots of Roster members available but then stuck, so hearings have to wait until able to organize people. There are other options to making sure representatives of the profession are on panels: e.g. recently retired teachers (within five years) would still bring currency and teachers’ lens. Would like to have ability to populate Discipline, Investigations, Standards of Practice Committees with people without ties to Council. • Would like to have ability to populate Discipline, Investigations, Standards of Practice Committees with people without ties to Council. • The College has too many Committees: there are several that may not be needed or adding value: Policy Support, Registration Appeals, Accreditation Appeals, Governance, Quality Assurance, ---, Executive could all use a look • Haven’t completely lost the original concern of “prosecutor, judge and executioner” together on one side, but after three years of experience, realize that the Committee ends up listening and making valid determinations

Questions	Interview Results
<p>6. Committee Chair</p> <ul style="list-style-type: none"> • duration of committee chair term • appointment or election of committee chair • compensation of committee chair • number of committee chair assignments 	<p>Committee Chair selection process is also not as robust and based on fit, as it might be</p> <p>Sample Representative Interview Comments</p> <ul style="list-style-type: none"> • Would like to see a “normalized” governance structure in place for the new Council, with “best practices” adopted including competencies-based beginning with Committee Chairs, restoration of Council-staff relationships • Committee Chairs are to some extent selected due to popularity, the process is skewed/flawed • Found selection process difficult because was so new – hard to decide based on just a couple days of interfacing
<p>7. Tribunals/ Rosters</p> <ul style="list-style-type: none"> • involvement of College members who are not members of Council • proportion of sitting Committee members to roster members on panels 	<p>Widespread support for the Roster system: would like to see this beefed up</p> <p>Sample Representative Interview Comments</p> <ul style="list-style-type: none"> • Was in a panel roster and felt it was “a room full of greatness” – members seem well chosen, varied, amazing • Roster very helpful with French cases when committee is short of French-speaking members • Rosters help provide continuity and new members a bit of context; not pleased by staff controlling roster selection
<p>8. Council member Governance supports/ resources</p> <ul style="list-style-type: none"> • policies and procedures impacting Council members • Council meeting debriefing sessions • mentorship program for new Council members • capacity building/ professional development resources for Council members 	<p>Regulatory governance orientation and committee-specific training are strong and robust; corporate governance education and training is essentially non-existent</p> <p>Split evaluations on the effectiveness of orientation: lots of suggestions for improvement</p> <p>Some comments that Council members are looking for more operational information shows need for training on their governance role</p> <p>Sample Representative Interview Comments</p> <ul style="list-style-type: none"> • Training is exceptionally important – members have said that it takes a year to get up to speed • Professional development is so important, but it is difficult for teachers especially to find the time for this • PD should be delivered by external service professionals, not by internal (staff) – need to know what your powers are, unless you know these, you won’t exert them • Manuals have been extensive, but the staff support in walking through them has been helpful

Questions	Interview Results
<ul style="list-style-type: none"> onboarding and orientation programs/resources 	<ul style="list-style-type: none"> Better understanding of what the responsibilities and time concerns look like For HR Committee, orientation went well Staff operationally very functional, but not necessarily clear about governance (vs operation) and documentation is spotty Packages are not complete Orientation feels from staff perspective, not Council perspective; low-level information provided. First orientation days were a good introduction to regulatory bodies, but training is inconsistent Information seems sufficient; arrives in plenty of time for review; Mentor can be tough to engage with due to time constraints, but past members have been extremely supportive Onboarding: Legal community and Dean's sessions have been very well helpful Sometimes information is thrown at you, but you don't feel you understand the context to make decisions. Policies are clear, but procedures are often unclear Feels like the staff is a faceless bureaucracy to the Council members Orientation identified with priorities of staff, not Council; their perspective on the mandate may differ from the board; Needs to focus down on "helping the teacher in the classroom."; too focused on governance and regulation [we shared this comment but don't necessarily agree] Orientation helped to understand mandate, but wish there was more depth
<p>9. Group Process</p> <ul style="list-style-type: none"> model for effective and efficient discussion and decision-making respect for the work of committees of Council 	<p>Most Council members evaluated parliamentary process as being too extreme and constraining</p> <p>Sample Representative Interview Comments</p> <ul style="list-style-type: none"> Using the parliamentary process to an extreme Very "Roberts Rules of Order" – professionalism Decision making is efficient, but not necessarily effective; the fact that your vote is public can sway your decision based on (council) peer pressure as opposed to "doing the right thing" Very respectful
<p>10. Individual Responsibility</p> <ul style="list-style-type: none"> Preparedness for meetings inquisitive listening active participation 	<p>Inappropriate asides and abuse of in camera sessions [mostly dealt with in other questions]</p> <p>Sample Representative Interview Comments</p> <ul style="list-style-type: none"> Inappropriate asides, more professionalism needed

Questions	Interview Results
<ul style="list-style-type: none"> respect for decisions of Council 	
<p>11. Council-Staff Relationships</p> <ul style="list-style-type: none"> staff support to committee in alignment with governance objectives communication processes, including at the leadership level respect for professional boundaries clarification of operational vs policy decision making 	<p>Member education and communication could be better</p> <p>Staff criticized by some Council members for intervening, but perhaps this has to do with filling a void/vacuum due to lack of role clarity (governance education)</p> <p>Sample Representative Interview Comments</p> <ul style="list-style-type: none"> Good staff Would help if the College did a better job of educating members, and communicating with members Staff are excellent Staff is excellent to work with Staff provides enough lead time to do work Every interaction with staff has been really impressive and positive Registrar being a non-voting member of Council is important to have there Political Council members bringing these views during their whole term and having a negative impact on staff: there are positive, respectful ways to work with people in a healthy culture Staff are so well prepared and educated that the Council has to show trust College staff are very professional, willing to help; but have heard that staff are “doing committee members’ jobs” and stepping over the line [note our interpretation of this comment above]
<p>12. Integrity of Mission, Vision, Values and Strategic Priorities</p> <ul style="list-style-type: none"> information dissemination and follow-through between Council and staff Understanding and lived practices of the strategic priorities consistent among Council and staff 	<p>Purpose is not crystal clear; strategic priorities do not link well to this; this cascades through information and meetings</p> <p>Sample Representative Interview Comments</p> <ul style="list-style-type: none"> Council meets for two days, gets actively engaged in topics like travel policy and expenses, but then tails off on strategic matters Relationship doesn’t have to be adversarial [unions/federation and College] Experience has shown the College is doing the right things, but not always communicating their reasoning well Council did initiate Strategic Initiatives and priorities, driven by Council, as a fundamental component of governing. And this should be driving the CEO’s performance review too. We’re stuck in the weeds and not concentrating on the bigger picture Budget should begin with top line (fees)

Questions	Interview Results
<ul style="list-style-type: none"> • impact of regulatory capture on decision making 	<ul style="list-style-type: none"> • Better understands role of college, but not communicating purpose well to the profession • Public needs to understand purpose of the organization, but hard not to sell it as a negative • Must uphold mandate, but also must apply discipline

PARLIAMENTARY PROCESS

Evaluation of the Parliamentary process in summary:

- Stifling dialogue
- Costly
- Leadership from the Chair is what's called for
- More appropriate for members' meetings, not Council
- The problem fundamentally is that the governing body (Council) is too large and unwieldy

We decided to excerpt and share these interview comments on the Parliamentary process since there are well-articulated and nuanced evaluations of this, and these go on to touch on different elements of the College's governance effectiveness:

- Parliamentary system is designed for when political arms (full-time elected people) bring ideas and recommendations for debate, but Council members are part-time and the ideas and recommendations at the College come from staff. If you want this process to work, you need to find a way to bolster the capacity of Council to drive ideas, agendas and recommendations for debate.
- Parliamentary and process, while perhaps necessary, often get in the way of cohesion, divergent thinking and many other healthy governance practices
- Parliamentary process is surprising, both expensive and unnecessary: with a full-time Chair and senior experienced leadership in the Registrar and Deputy, surely they can run meetings of Council?
- Parliamentarians dominate Council meetings, displacing the appropriate governance and leadership roles of Chair and CEO, intervening and directing every Council member's speaking and times. The Chair has handed over their authority, and the CEO responds only when invited. You could have a parliamentarian at the back of the room in case a ruling is called for by the Chair, but Chair should know the rules of order well enough to run an orderly meeting.
- Parliamentary process is intended to bring order, but at times quashes dissent and favours those who are experts in Rules of Order; this formality extends to Committee deliberations too, which limits the range of tools that are used around these tables
- Feel that Parliamentary process is necessary due to the 37 voices that seek to be heard, have customized own rules of order, at times need to remind Parliamentarian there to facilitate effective governance for Council vs. arbitrarily impose order
- Council meetings work well, like how the Parliamentarian guides debate
- Parliamentarian is a surprising process: other regulatory Colleges don't have this, the Chair chairs the meetings; this is a rigid process that puts obstacles in the way of Council members raising items, free discussion, imposes unnecessary boundaries that bully and intimidate individuals – you would expect the teaching profession to not tolerate bullying! And to question spending money on a parliamentarian, an unnecessary expense: paying not only one but two people, expect they are paid a lot more than the public members

- Was initially taken aback by the Parliamentary procedure, but over time, found that it was by-and-large a very efficient way of running Council meetings with people of varying backgrounds. The time limit of speaking is almost always sufficient. Placemats for each Council member help them understand and know what to do.
- Have a “love – hate” with the Parliamentary process: on the one hand, it makes sure that people speak in an orderly fashion and business gets dealt with; but on the other hand, it can cause things to get lost in process, there’s a lack of opportunity for conversation or ideas – the structure supports debate only. We need some type of structure and rules, but would like to find a way to facilitate dialogue: how might we?
- Like the Parliamentary process, find it helpful to bring order and accessibility – with 37 people, individual voices would not get heard without this, would be a free-for-all and dominated by alpha personalities
- Have only seen this Parliamentary process, have a concern that would not be able to move things forward without this in place, with this large a Council
- We do need a process of order at meetings, but this is particularly unbending – e.g. cutting people off at their two minutes – another example of how Council is kept from effective discussion and governance
- Like the Parliamentarian process: someone who is neutral, well-versed in rules of order, helpful to right the ship and keep the meeting moving especially with the number of Council members

COMMITTEE EVALUATIONS

COMMITTEES GENERAL

This second section of this Appendix excerpts and reports on the evaluations of the effectiveness of the College's Committees.

In summary:

- In general, the scope and structure of Committees is good
- There are opportunities to remove redundancy and overlaps
- There is a need for role clarity on some committees
- Committees in their reports and their Chairs' verbal updates to Council need to improve transparency and communication without breaking confidentiality
- There is a competency gap on most committees: which can be reduced by (1) education and training and (2) skills being recruited in the first place
- While some Council members on Committees are concerned with over-relying on both staff and legal advisors, there is nothing wrong with this as/when staff is doing their job; the key is Committees doing their job of governance (i.e. making an informed decision based on the evidence in front of them)

Sample Representative Interview Comments

- Good Committee structure in place
- College needs to focus on core mandates – accreditation and discipline; extraneous committees
- In a lot of committees, there has always been the feeling that staff drives the agenda, and presents their preferred recommendation [note our interpretation above]
- Committee composition selection doesn't necessarily match skillset to committee purpose; should be a system in place to create an inventory of skills, a more transparent process
- Transition plans for committees appear nonexistent
- Real lack of transparency
- Committees exceed what the mandate dictates
- Some committees should be subsumed
- Cross-committee information dissemination isn't very good
- College needs to flip perception – celebrate standards and accreditation, less focus on investigation and discipline
- Very difficult to maintain a clear understanding of governance and the separation of roles between Council members and staff in committees; roles can quickly become blurred
- The Statutory Committees need more training to ensure their competence is adequate to the task
- Some Council meetings leave one with the impression that committee members may, at times, rely too heavily on management and/or staff for advice and direction. It is worth noting that the role of management and staff is to support the work of committee members, and not to advise or influence members' decision-making.

CHAIR/COMMITTEE CHAIRS – GENERAL

Regarding Chairs of Committees, in summary:

- The selection process of Committee Chairs is flawed, based on popularity / politicization vs. fit and expertise

- Committee Chairs play a critical role in effective College governance, and while they generally work very diligently and do an effective job, their effectiveness could be enhanced by (1) targeted training on being a great Chair, (2) using this in providing leadership and reporting back to / coordinating with Council

Sample Representative Interview Comments

- Committee Chairs are to some extent selected due to popularity, the process is skewed/flawed
- New members shouldn't run to be committee chairs
- Feels like committee chairs are sometimes selected "by default"
- Members shouldn't chair committees unless they've been on former council
- There is a real need for effective onboarding of the new Chairs
- Important for Committee Chairs to provide real leadership to their Committee, e.g. assigning and scheduling panels: the Committee is responsible for all decisions
- Some Committee Chairs defer too much to staff
- Three year terms create issues – would like to see Committee Chairs rotate every year to build deeper capacity in this important position, right now get people without this and stuck for three years
- Regardless of the term of Council, would like to see Committee Chairs, and Council Chair, terms of one year each
- Three-year terms for Council and Committee Chairs is too long
- Would like to see evaluations of Chairs on a regular basis
- Committee Chairs are selected by election of each Committee at its inaugural meeting
- Committee Chairs are elected by and from each Committee's membership, who in turn are selected by Governance Committee based on interest, fit, balance, other requirements
- The selection model being demonstrated competencies-based is magnified at the Chair level, for Council and Committees
- Would like to see appointed members chairing committees, the best person for each position
- A lot of confusion over roles

VICE CHAIR(S) – GENERAL

Vice-Chairs are thankless and pointless positions – because they're created by governance structure, the College tries to find a role for them where there is not one.

Sample Representative Interview Comments

- Vice chair role is just titular
- Pointless to have Vice-Chair otherwise
- Chair and Vice Chair have always been from the elected teacher membership, never from public members
- Don't like the practice of pre-assigning 5-ish Committees to the Chair and to the Vice-Chair, should be based on their affinities, interests, experience sets

STATUTORY COMMITTEES

DISCIPLINE COMMITTEE

Purpose: Conducts hearings into and rules on matters of professional misconduct or incompetence. Imposes penalties ranging from counseling, reprimands and admonishments to suspension and revocation, as appropriate. Hears applications for reinstatement of members whose teaching certificate was revoked for disciplinary reasons.

In summary:

- Real need to streamline the discipline process, it is taking too long from complaint to resolution
- A real split in evaluation: some feel Discipline panels lean to protecting teachers rather than students, a politicized process, others do not [we saw no visible evidence of this: our sense from other diagnostics is that the Discipline process is effective but not efficient]
- Time commitment is a big issue, both for profession members and public appointees
- Orientation and education are critically important and strong, but can always be enhanced

Sample Representative Interview Comments

- Discipline Committee lags year(s) behind on discipline hearings; people's lives are on hold while committee adjudicates
- Discipline Committee runs low on numbers
- Discipline panels at times lean to protecting teachers rather than students, sometimes Council members even run for election openly on the platform of looking after teachers and protecting self-regulatory
- Draw on rosters
- Discipline Committee, despite some frustrations in process and objectivity, make really tough decisions to protect children and discipline teachers accordingly. OCT publishes names of teachers disciplined, which is in the public interest, and College is the most transparent of other regulatory colleges.
- Panel agendas are so crowded, with two hearings a day, there is little time for open dialogue and deliberation, everything is rushed
- Discipline Committee often has delays in scheduling panels due to availability of qualified panel members
- Discipline and Investigation Committees: if we're going to keep public members on these, they need to be fully trained and competent to serve
- Would like to see much clearer communication of expected time commitment and even what members have to see; suggest a one year term on these where people rotate on and off – would require a larger roster
- Discipline Committee working well, shifted its focus away from approving agreements to a more in-depth review and accountability, especially in cases of sexual abuse; new regs make sense and smoother process
- When Discipline Committee meets, it must be seen to be – and be – neutral, fair and impartial
- Staff overlap in responsibilities: staff report to prosecutor, managed by staff

FITNESS TO PRACTISE COMMITTEE

Purpose: Conducts hearings and rules on physical or mental capacity of members. Suspends, revokes or imposes terms, conditions or limitations on the member's Certificate of Qualification and Registration, as appropriate. Hears applications for reinstatement or variances of earlier orders.

In summary: same findings as Discipline Committee.

Sample Representative Interview Comments

- Discipline and Fitness to Practise do function, train and meet together – practically to find enough people to serve on the Panels, which is a trying demand on people
- Discipline and Fitness to Practise panels are a huge demand on the time

INVESTIGATION COMMITTEE

Purpose: Receives and investigates complaints about College members related to professional misconduct, incompetence or incapacity. Examines documents and information collected in an investigation into a member's conduct or actions. Decides how to properly deal with complaints.

In summary:

- Committee is functioning well
- Needs to rely on Rosters

Sample Representative Interview Comments

- Investigations are well handled
- Discipline and Investigation Committees: if we're going to keep public members on these, they need to be fully trained and competent to serve
- Would like to see much clearer communication of expected time commitment and even what members have to see; suggest a one year term on these where people rotate on and off – would require a larger roster. True too for public members, since there has to be at least one appointed member on each panel
- Investigation Committee: functioning well, pretty full agendas but able to handle these effectively. Hitting the mark well in English, but capacity gap with French cases and also with Superintendent-level positions. Able to draw on rosters, but this is viewed as a last resort.
- Investigation Committee: at times feels like there are insiders and outsiders
- Investigation Committee: supervisory officers / principals are required to serve on Investigations involving these positions – which is an important and good idea – but this puts pressure on the few Council members with these qualifications. Need to rely more on Rosters.
- Investigations Committee: have taken recommendations of Lesage Report seriously and implemented changes and thinking through external review, cases
- On Investigations there have been instances verging on paranoia and a tone of mistrust of staff – Council members verging on conspiracy theories

REGISTRATION APPEALS COMMITTEE

Purpose: Considers and rules on appeals from applicants denied College membership or College members who are certified with terms, conditions and limitations. Assesses applicant qualifications against College registration criteria. May deny applications or direct the Registrar to issue a Certificate of Qualification and Registration.

In summary:

- Committee is working well
- Some view this as an unnecessary committee; others that staff dominate its work [we don't agree with these]

Sample Representative Interview Comments

- Registration Committee works well
- Registration Appeals: staff go over line of influencing decisions
- Registration Appeals: Committee members take responsibility seriously, follow process and rules, and try to do a good job, but challenge from implementation side is having different interpretation of the regulations

EXECUTIVE COMMITTEE

Purpose: Conducts College business between Council meetings. Reviews items coming before Council and makes recommendations as appropriate. Presents reports on policy initiatives to Council. Establishes ad hoc committees as necessary and appoints members to special and ad hoc committees and fills committee vacancies when they occur.

In summary:

- Executive Committee's role has been changed, with good intent, although it still functions as a gatekeeper to Council
- A concern among many Council members that Executive Committee and its members still wield too much effective power and influence
- There is some role confusion – and overlaps – among the Executive Committee, Chair, Governance, HR and Steering Committees

Sample Representative Interview Comments

- Executive Committee role has been watered down, do we need to have one?
- Executive Committee has no teeth, and not every committee chair is invited to serve on this.
- Some Council members serve on 4 committees including Executive Committee which gives them a lot of influence and information, more than most Council members
- Executive Committee should be smaller, maybe 5 people, and its mandate refocused from minimalist (agendas, removals); it was removed since Council members saw this as an "inner club" that pre-empted full Council consideration of Committee work
- Executive Committee adds layers or tiers of information and control
- Would like to see Committee Chairs convene both for formal triage of assigning issues to the right place, and for informal forming, stewarding and nourishing important ideas and suggestions for change which the Chair alone can't effect

EXECUTIVE COMMITTEE

- Executive Committee: revisit mandate and membership of this committee: how can it add value to the College's Mission especially with both a separate Governance Committee and Human Resources Committee?
- In past, Executive Committee reviewed Council agenda and materials including weighing in with views – it was a good decision to move away from this, it impaired the decision-making process and principle of all Council members having equal responsibility, access and authority
- Governance Committee seems to be doing Executive Committee work ... combine?

REGULATORY COMMITTEES

ACCREDITATION AND ACCREDITATION APPEALS COMMITTEES

Purpose: Reviews and accredits teach education programs at Ontario faculties of education. Sets direction for the accreditation of additional qualification courses including principal and additional qualification programs.

Appeals: **Purpose:** Considers and rules on appeals about accreditation of teacher education programs and courses

In summary:

- Committees and processes working very well
- Good orientation
- First committee to adopt competencies-based selection approach: crucial
- Good role clarity and staff support

Sample Representative Interview Comments

- Accreditation process is working really well
- Need to draw from rosters to bridge gaps in qualification
- Standards of Practice approves standards, but work overlaps with Accreditations, and rubber-stamps the work of staff (program officers) without any real opportunity or need to question these
- Standards of Practice Committee should really be part of Accreditation Committee [?]
- Accreditation Committee is working really well
- Accreditation, and Standards of Practice, are functioning really well
- Having an educational / academic background is crucial
- Accreditation Committee has a clear delineation in roles and responsibilities, with staff giving appropriate support and guidance with pathways and options

STANDING COMMITTEES

FINANCE COMMITTEE

Purpose: Advises Council on College finances and functions as audit committee. Reviews and decides disposition of College investments. Reviews and makes recommendations about College budget. Recommends appointment of College auditor.

In summary:

- Clear and appropriate mandate
- Not trusted by teachers / members concerned with fees and budget
- Budget not strategy-driven
- When reports come to Council, it is fees and budget matters that dominate, where audit and financial reporting should

Sample Representative Interview Comments

- Some teacher members on Council being skeptical of reports and recommendations coming from the Committee
- Finance Committee has a clear mandate and serves a good purpose
- A lot of in camera committee discussions where Council members did not have information
- Some Council members don't just accept Committee's work, intervene in decision
- The budget process is flawed: each year it begins with bottom-up, across-the-board % increases, then goes from there [like a municipal budget]
- Would work much better if the College started with a competency profile (e.g. finance, HR), reached out into the Membership to call for applications

STANDARDS OF PRACTICE AND EDUCATION COMMITTEE

Purpose: Advises Council on developing, reviewing and implementing ethical and practice standards and a professional learning framework to maintain the standards. Reviews staff research and policy proposals and makes recommendations to Council. Participates in public and member-focused consultations on the standards and policy proposals.

In summary:

- Working well, it is appropriate for standards to be approved by Council based largely on the work of staff
- Some suggest combining with Accreditation Committee [?]

Sample Representative Interview Comments

- Standards of Practice Committee should really be part of Accreditation Committee [?]
- Standards of Practice: the quality of work done by staff leaves Committee members wondering if they can really add any value, staff knows how to write policy and curriculum competently
- Standards of Practice approves standards, but work overlaps with Accreditations, and rubber-stamps the work of staff (program officers) without any real opportunity or need to question these

SPECIAL COMMITTEES

EDITORIAL BOARD

Purpose: Oversees editorial and advertising policy and considers copy for Professionally Speaking/Pour parler profession, the College's official publication.

In summary:

- Role clarity confusion: setting a communications policy (governance/Council role) vs. writing a publication (operational/staff role)

Sample Representative Interview Comments

- Don't think we need this committee, nor even the magazine: just publish the required names
- Staff did not bring cover to Chair despite being warned that the message would not land well on members [we shared this comment to be illustrative of the role clarity issue]

GOVERNANCE COMMITTEE

Purpose: Provides guidance on issues of governance and risk management. Ensures that the Council and College function in accordance with the relevant legislation and regulations and the bylaws of the College.

In summary:

- Fairly new committee that is on a journey, working through its mandate, consensus to continue with Governance Committee
- Some overlaps/role ambiguity with Executive Committee (vacancies, nominations) and Council as a whole (strategy and risk) so mandate could use narrowing
- Interviewees would like to see GC play a larger role in skills-based selection of committee members

Sample Representative Interview Comments

- Governance Committee has some Exec responsibilities
- Governance committee of previous Council shouldn't be dictating next Council's committee structure
- Committee members, recruited for their specific skills set, serve on Statutory Committees, makes a lot of sense and would eliminate the main need for a large sized Council
- Governance Committee is new, has been resistant to evaluation models of Council, Committees, and reluctant to recommend these to Council; and to connect strategic priorities with Council and Committee functioning. No effective accountability tool for Council or Committees, would like to see Governance Committee play a direct and leading role in this
- Governance Committee just starting – looking forward to it playing an active positive role in changing and strengthening the governance effectiveness of the College
- Should it be reviewing and evaluating Committees, should it be driving an evaluation of Council and Council members?
- Seems to be doing Executive Committee work
- Council, Committees and Chairs ought to have formal evaluations of their effectiveness on a regular periodic basis: this is not done

GOVERNANCE COMMITTEE

- Neither the Council Chair nor the Governance Committee have any “stick” to deal with individual Council members who are not fully engaged, attending, behaving appropriately
- Council, Governance Committee have moved to more in camera sessions recently which is difficult to understand

HUMAN RESOURCES COMMITTEE

Purpose: Provides ongoing advice to the Registrar and Council on human resources policies and programs. Monitors salary administration. Advises Council on the process for hiring Registrar and Deputy Registrar.

In summary:

- HRC makes good case for competencies: brings role clarity

Sample Representative Interview Comments

- Pleased that new HRC Chair has a human resources background – heard that HR and lines had been a challenge in past
- For HR Committee, orientation went well, led by Chair who did an excellent job of clarifying line not going into operations

QUALITY ASSURANCE COMMITTEE

Purpose: Assesses the College’s progress in meeting its legislated objectives and reports to Council.

In summary:

- Several interviewees feel this committee is not needed: doing operational work, could just be a scorecard from staff to Council

Sample Representative Interview Comments

- The College has too many Committees, not working on the College’s mandate to protect the public interest: e.g. Standards of Practice and Quality Assurance Committee add no value from governance level
- The College has too many Committees: there are several that may not be needed or adding value: Policy Support, Registration Appeals, Accreditation Appeals, Governance, Quality Assurance, Executive could all use a look
- Quality Assurance Committee’s mandate specifically reviews strategic priorities – is this the right place, should it be at a committee?
- Quality Assurance Committee listens to presentations on what departments are doing, can ask questions, but really has no say: mandate not very well defined in terms of how Council adds value
- Quality Assurance Committee can be rolled into/combined with another committee, e.g. Executive Committee
- Quality Assurance Committee is an excellent opportunity to make sure the public interest is served, perhaps more so than other committees

QUALITY ASSURANCE COMMITTEE

- Quality Assurance Committee is not necessary as a board committee, mostly a staff function and the rest could roll into another committee of the board

AD HOC COMMITTEES

STEERING COMMITTEE

Purpose: Facilitates the movement of motions during Council meetings. Meets with the Chair, the Registrar, the Deputy Registrar and other College staff prior to most Council meetings. Reviews the agenda, is briefed about any amendments or additions and reviews the motions that will be brought forward at the subsequent meeting. The Steering Committee consists of one appointed and one elected member of the Executive Committee, one of whom is the Vice-Chair of Council.

In summary:

- This is the Chair's and Registrar's role

EXTERNAL STAKEHOLDERS' FEEDBACK

In this final section of this Appendix, we include a synopsis of the feedback received from the key external stakeholders. Even though major themes are integrated through the tables above, we wanted to respect the depth of context and historical experience of these stakeholders here (note, these are direct excerpts, unedited by us for form or content):

EFFECTIVENESS – Q1. WHAT DO THEY DO WELL – SHOULD NOT CHANGE?

- The OCTA created the College as a regulatory body that plays an important role in licensing teachers in Ontario, setting and maintaining professional standards for the teaching profession, implementing a disciplinary process and accrediting teacher education programs in Ontario. When the mandate is properly fulfilled, it provides for consistent rules and regulations across the province.
- In 1996 The Ontario College of Teachers Act (OCTA) established a 31-member Council composed of 17 councillors elected by members and 14 counsellors from the public appointed by the provincial government. Four additional elected seats were added for teachers in 2006. Through a number of internal and external reviews, this balance of elected and appointed council members has remained in place and is essential for member engagement and trust in this self-regulatory body.
- Council committees appear to be working as efficiently as possible to carry out their respective mandates. The College Council recently took steps to increase the pool of eligible members to sit on committees.
- Changes to the governance structure of the College or the composition of Council are not necessary and would have a negative impact on the College's ability to regulate members and demonstrate procedural fairness. A change of balance in favour of appointed members on the governing council would undermine the intent of self-regulation and negatively impact the regulatory effectiveness of the College.
- With three main committees (Investigation/Discipline/Fitness to Practice) and no room for overlap in the membership of these committees, the number of council members seems appropriate. The overall number of Council members should be maintained.
- College invests significant time and resources in orientation and ongoing training of Council members in order to help members differentiate between the governance role of Council and the operational role of staff. The understanding of governance is evident in the Council meetings.
- The size and composition of the Council ensures that members offer a range of lived experiences and come from different regions of the province, affording Council diverse perspectives.
- The current mix satisfies the necessary criteria as a self-regulated body, insofar as it recognizes the maturity of the profession, and delegates regulatory functions to those who have the specialized knowledge necessary to do the job. At the committee level, the structure allows committees to execute their respective mandates.

EFFECTIVENESS – Q2. WHAT COULD THEY DO BETTER?

- The College places a high priority on promoting itself. These resources could be better utilized by the College addressing their mandate.
- Data shows an increase in the number of complaints to the College in the last eight-month period compared to the same period of time in 2017. However, the data also shows a sharp decrease in the number of cases being heard and dealt with during this increase in 2018. This negatively impacts members' rights to procedural fairness. It is also not just procedural fairness which is compromised, but potentially substantive justice, as witnesses' memories fade with time. Delays cause significant psychological burdens for members or the college.

- The College has attempted to engage more members in the election process. Ensuring procedural fairness and taking a collaborative approach with teaching members will result in more member engagement and participation in the election of council members.
- A voter turnout of approx. 3.4 % for elected members indicates a huge issue. Some elected members are in place for a three-year term with less than 100 votes? This is not democratic or representative.
- The College should focus on its mandate that was established under the OCTA.
- Time and resources used for general promotion of the College could be better used to create a more collaborative relationship with all stakeholders.
- The management appears to have too much control over the Council by directing its decisions rather than supporting the elected members of the council.
- The College is often overreaching its mandate and needs to have this re-established.
- Council and the management of the OCT can be aggressive in their actions towards the teaching profession and stakeholders.
- Although its overall governance structure allows the College to satisfy its mandate, there remain areas where strategic focus is lost, and where governance processes are in need of improvement. With respect to Council, there is evidence to suggest that at times members seem unsure as to the Council's mandate and, as a result, extend Council's work beyond their mandate.
- Council and OCT management do not always project a positive portrayal of the teaching profession, or support for the education system at large. While it is true that the College represents the public interest, it does not necessarily follow from this that the College should adopt an adversarial relationship with the teaching profession. To improve governance the College should strictly adhere to its mandate and manage its relationships with all stakeholders in a more collaborative fashion.
- They could do better in overtly demonstrating to the public that their structure, their processes and their decisions are truly in the public interest and not in the interest of the profession they regulate.
- At times, the College seems more concerned with self-promotion than self-regulation - this seems to be a function of management as opposed to Council.
- Council sometimes seems unsure of its mandate and the appropriate parameters thereof.
- Council and management can exhibit an "us and them" attitude toward the teaching profession.
- It is difficult to attract quality candidates. I would suggest having members appointed.
- It is very difficult to maintain a clear understanding of governance and the separation of roles between Council members and staff in committees.
- All council members serve on committees some of which are largely operational. Thus the roles can quickly become blurred.
- Difficult for council members to filter out some of the advocacy positions of stakeholders. This is especially evident during budget time when unions dictate "no fee increase", and no increase in FTE, which is contrary to establishing a fee that is required in order to meet the needs of the organization. Thus, fees remain the same and wait times increase for investigations and discipline hearings as more staff cannot be hired to deal with the backlog. Good governance would place the emphasis on the fee required to do the job required.
- More representation for Principals and VP's on the governing council and if an administrator is brought to tribunal, that the members of that tribunal be administrators.
- The role of the President is confusing. It seems to be and is too operationally focussed and requires energy to manage that senior staff could use elsewhere. There is no College that requires a full time President.
- There are some apparent inconsistencies with other regulators, particularly the role of the President. Perceptions of conflict of interest in terms of those elected to Council should perhaps be

further considered. All regulators are under increased pressure to take extra steps to increase their credibility.

EFFECTIVENESS – DECISION MAKING

- I can't speak to the functioning, but the result or quality is solid.
- It's my impression that there is high quality decision-making, as a result of the high quality of information coming to the Council. I also think that the Council is very fortunate to have a skilled leader in their Registrar and CEO. His role is facilitating this process should not be underestimated.
- Councillors do not always seem to be fully informed on some issues as evidenced by some of their comments and/or questions during Council meetings. This has important and negative consequences for decision-making. Ultimately, Council must ensure that it deals with matters of self-governance.
- There is a glaring lack of transparency between committees in terms of expenditures that makes deliberations and voting problematic without full information.
- Council meetings can be slowed down on process-decisions that staff should be able to handle and leave more time to determine direction of the College.
- Councillors should be better trained about their mandate and their individual responsibility to exercise it. They are required to exercise vigorous, independent judgement.
- Council members may require even more preparation time in order to fully understand and debate the issues before them.
- Their role is to govern over and supervise staff and management, not to do what staff tells them to.
- The College needs to prioritize issues of importance on Council agendas to ensure these items are given sufficient time to be dealt with.
- Although, in theory, the Council's priorities are clearly articulated, in reality Council meetings sometimes shift focus onto less important, or process-related topics.

EFFECTIVENESS – STATUTORY COMMITTEES

- There is potential for conflict when in committee, as the work is operational. Members in committees should still work at the governance level, and the work of the committee should be done by staff and people on the roster. This would ensure that the policy makers are distinct from those charged with implementation.
- The Statutory Committees need more training to ensure their competence is adequate to the task.
- At some Council meetings, the Chair of a committee often relies on College staff to provide explanations or feedback on that committee's report. While staff is best equipped to provide committees with support, this gives the impression that management and staff may also be playing a part in directing the work of the committee.
- It is unclear what, if anything the Public Interest Committee does.
- Statutory Committees are effective.
- It is difficult to comment specifically on the quality of decision-making of the College's statutory committees, given that these meetings are confidential in nature. However, committee reports to Council seem satisfactory.

SELECTION

- There is an imbalance with 23 elected and 14 appointed members - the numbers should be equal.
- Selection of Council members accomplished through election is effective, democratic and fair.
- I think selection could be more effective - and more competency-based. This is true for most if not all Ontario regulators at this point. It would be wise to be on the proactive end of this discussion.

- Government's method of appointments is not public – would benefit from a review to ensure transparency and timeliness.
- College seems to handle assigning members of the Council to statutory Committees well.
- Care needs to be taken to ensure that committees reflect the self-governing structure of the OCT
- Committees should not have a majority of appointed members.
- A council of 37 seems too large for a governance body. Having said that, it is impossible to do the operational committee work required with fewer members -- unless the committee work (i.e. panels) is assigned to roster members.
- The composition of Council is appropriate, given the self-regulatory nature of the teaching profession. The specific composition was the product of research that determined the appropriate mix of elected and appointed members.
- The triennial election process seems to work effectively, although there is sometimes an impression that OCT management may be too vested in who gets nominated and elected.

SUGGESTIONS FOR IMPROVEMENT

- The College could be viewed as a more effective regulator with a more collaborative, and less punitive, approach to the teaching profession.
- There should be a smaller council put into place immediately, with equal numbers of appointed (public) and OCT members. The OCT members should have to apply and then be appointed through a selection process. The election process does not work. There is a need to expand numbers of people on the roster significantly in order to do the "work" of the committees. Thus, the actual Council members would stay in their governance roles. As employers, it is very difficult for us to release our staff to attend to college business for 40-50 days per year (in some cases) for three years (in some cases up to six years) -- as this has a detrimental impact on the students. There is also a belief that if Council attends to governance matters only then a full time Chair is not required.
- The College has an important role to play in areas such as setting policy direction for additional qualification courses, investigating complaints about members, as well as conducting hearings and making rulings on matters of professional misconduct, among other duties. The College also serves an important, broader function as a testament to the self-regulation of the teaching profession. This role as a self-regulated body honours the special skills, knowledge, and experience that the teaching profession possesses. To better serve these ends, and to improve governance, the College should take a more collaborative, and less punitive approach in dealing with the teaching profession. In addition, Council members must be well informed on issues of governance, and the impact of decisions made on the teaching profession.
- The physical location of the College creates two issues. First, the location in Toronto is very expensive. Second, the location makes it difficult for members who wish to engage with the College by attending the annual meeting.
- Members view the College negatively because of overly aggressive suspensions being determined for minor offenses.
- The College is overly aggressive in its interpretation of the legislation with respect to its insistence that the vast majority of notations remain permanently on the register even for minor issues.
- There is a sense that appointment to panel rosters is used as a political tool: outgoing council members who wish to sit on the roster had better 'tow the line' or risk be excluded from consideration.
- Having a 'hybrid' board made up of both elected members and appointed members should be considered.
- This College as all others is prone to regulatory capture. What ever safeguards can be put in place to assure its neutrality in decision making would be of benefit to the organization.

- I think OCT is strategic and forward thinking. I know this is an area where they continue to make improvements and I applaud them for that.

APPENDIX 2: SUMMARY OF POLLS

This appendix contains the survey research from on-line questionnaires conducted among the public (89 respondents) and the College's members (255 respondents.) These include both visual charts and narrative summaries.

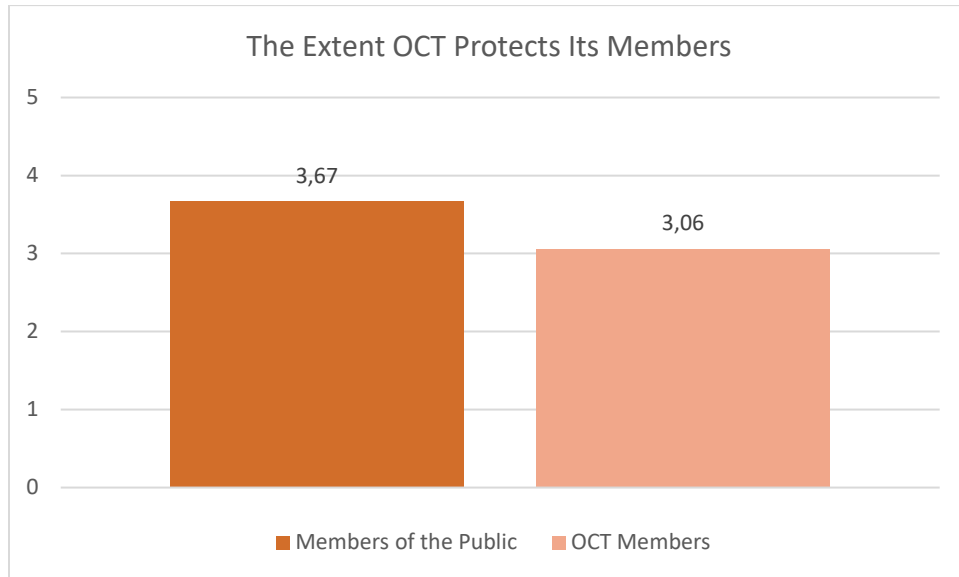
The key findings of this research:

- The public has fairly low levels of satisfaction with OCT carrying out its responsibilities
- Members of the public favour an equal number of teachers and public members on Council, while members of the College favour teachers outnumbering public members
- But even members of the College would find an equal number of teachers and public members on Council acceptable
- Members of the public are strongly in favour of a competencies-based selection approach for Council members
- Members of the College favour elections but do not strongly object to a competencies-based selection approach
- By a wide margin, members of the College favour adopting an approach where membership in the College's Committees would be open to all members, and not only Council members

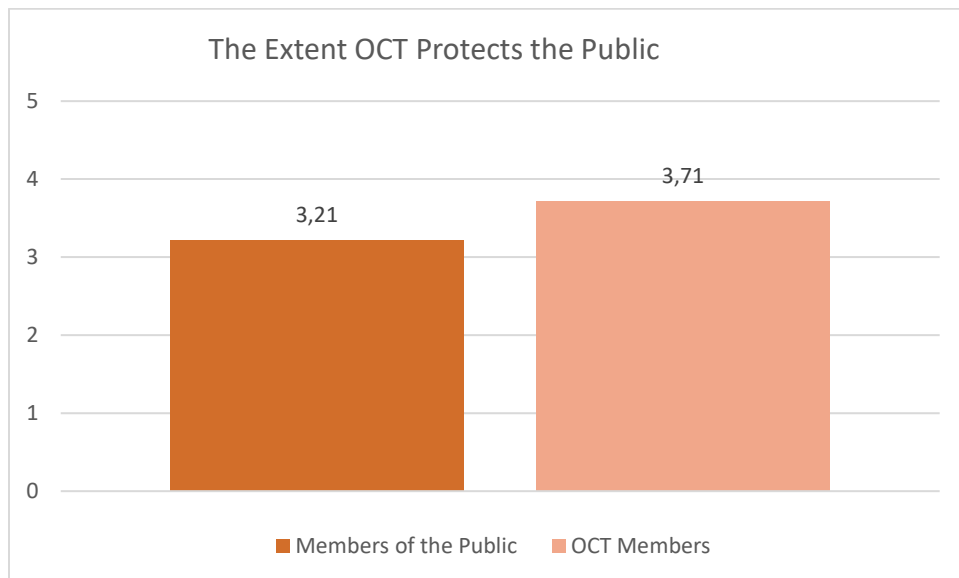
These results align with the other diagnostic streams', and support our relevant recommendations in these important governance areas.

EFFECTIVENESS — MANDATE ACCOMPLISHMENT

So far as you can tell, to what extent does OCT protect its members?¹¹



So far as you can tell, to what extent does OCT protect the Public?

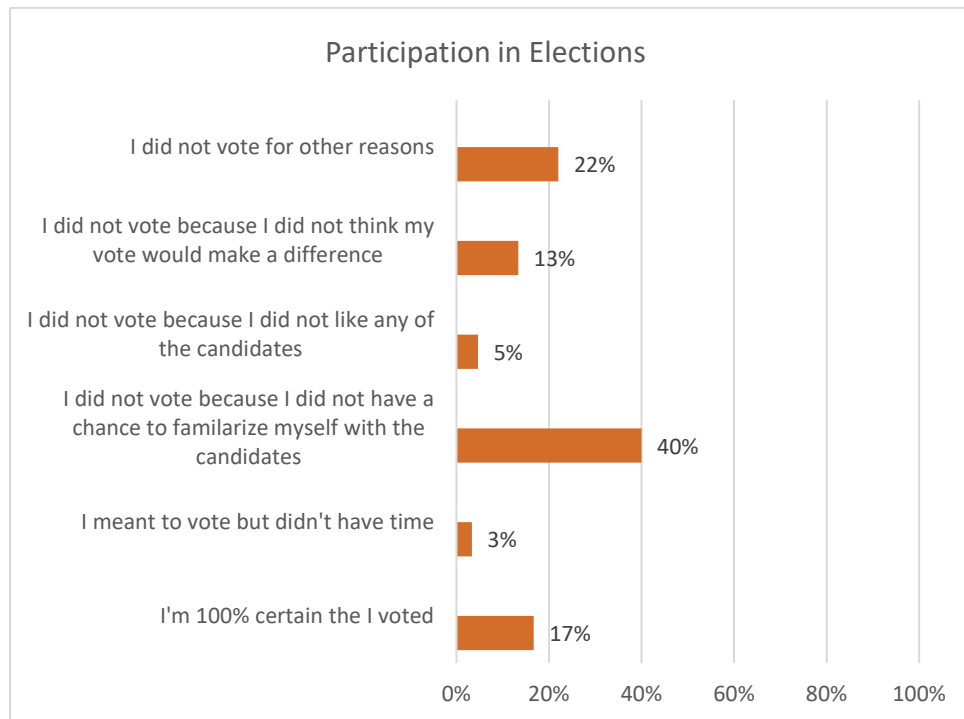


Members of the public evaluate OCT as doing a better job of protecting its members (3.67/5) than the public (3.21), while members of the College have the reverse evaluation: strong at protecting the public (3.71) and less so at protecting its members (3.06).

¹¹ 1 = not at all, 5 = strongly protect, for these two questions.

EFFECTIVENESS — ELECTIONS

Thinking about the most recent Council election at the College (last April), which of the following best describes how you participated?



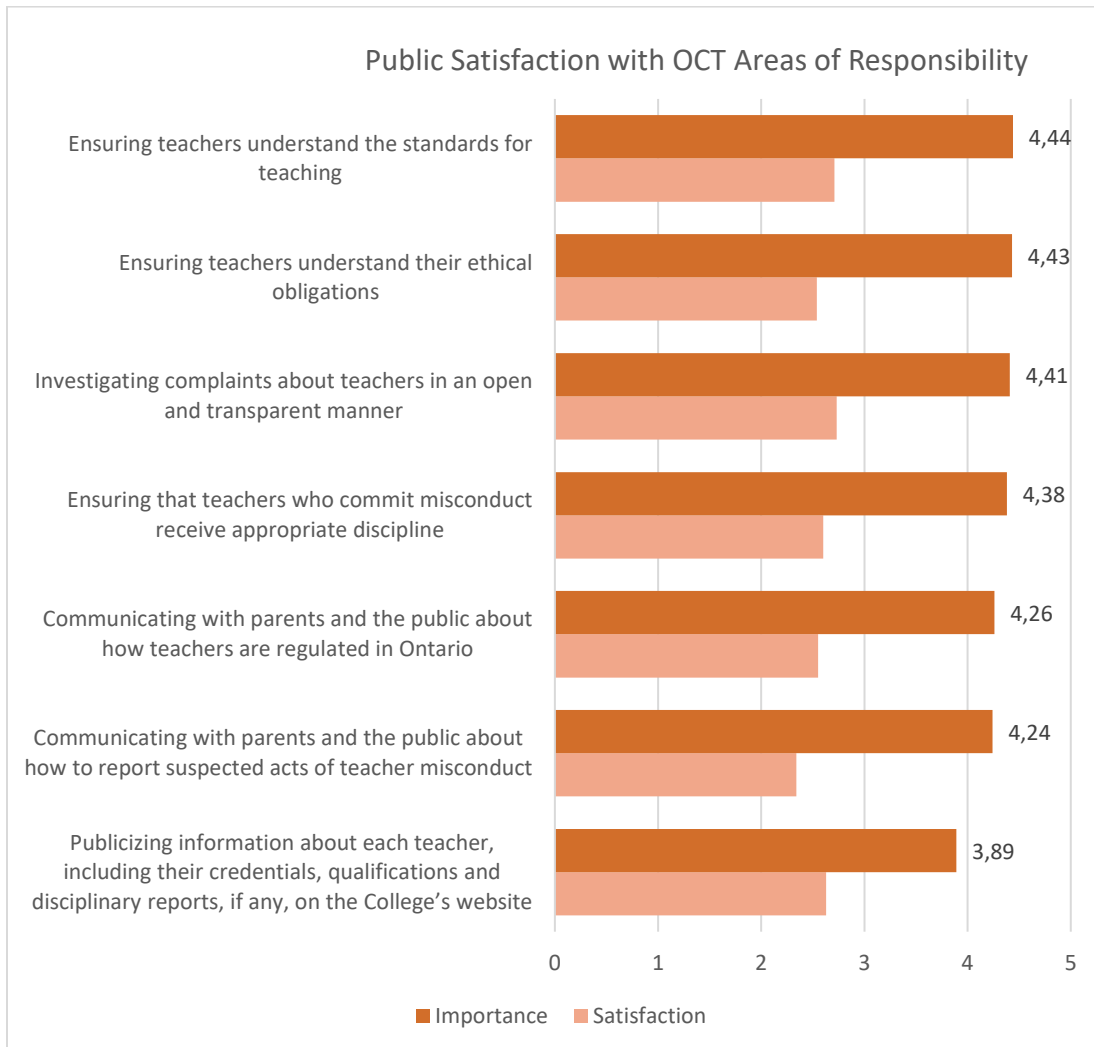
17 per cent of members who responded to the on-line survey say that they are certain that they voted, compared to 3.4% who actually voted.

The number one reason for not voting: not having a chance to familiarize myself with the candidates.

EFFECTIVENESS — RESPONSIBILITIES

Members of the public were asked:

For each of the following responsibilities carried out by the Ontario College of Teachers, please rate how important that responsibility is, and how satisfied you are with how well it is being carried out.¹²



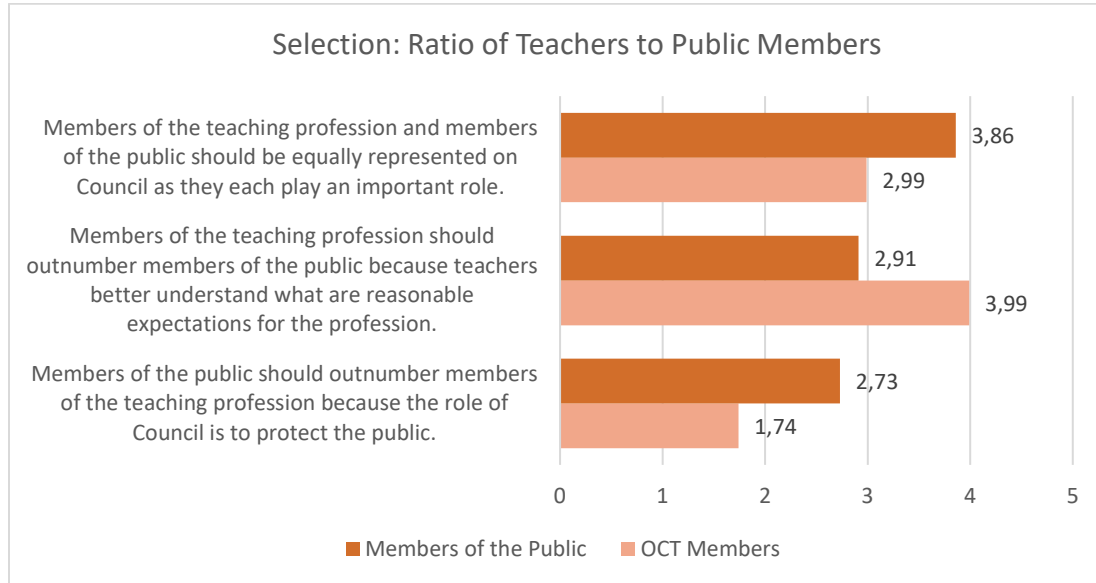
Members of the public attach high importance to these seven responsibilities of the College (3.89 to 4.44), but are much less satisfied with how each is being carried out (2.34 to 2.73).

¹² 1 = not at all, 5 = very, to both how important, and how satisfied.

SELECTION

Both OCT members and members of the public were asked:

With respect to the ratio of teachers and members of the public who serve on Council, to what extent do you agree/disagree with each of the following ¹³



Members of the public favour an equal number of teachers and public members on Council (3.86), while members of the College favour teachers outnumbering public members (3.99).

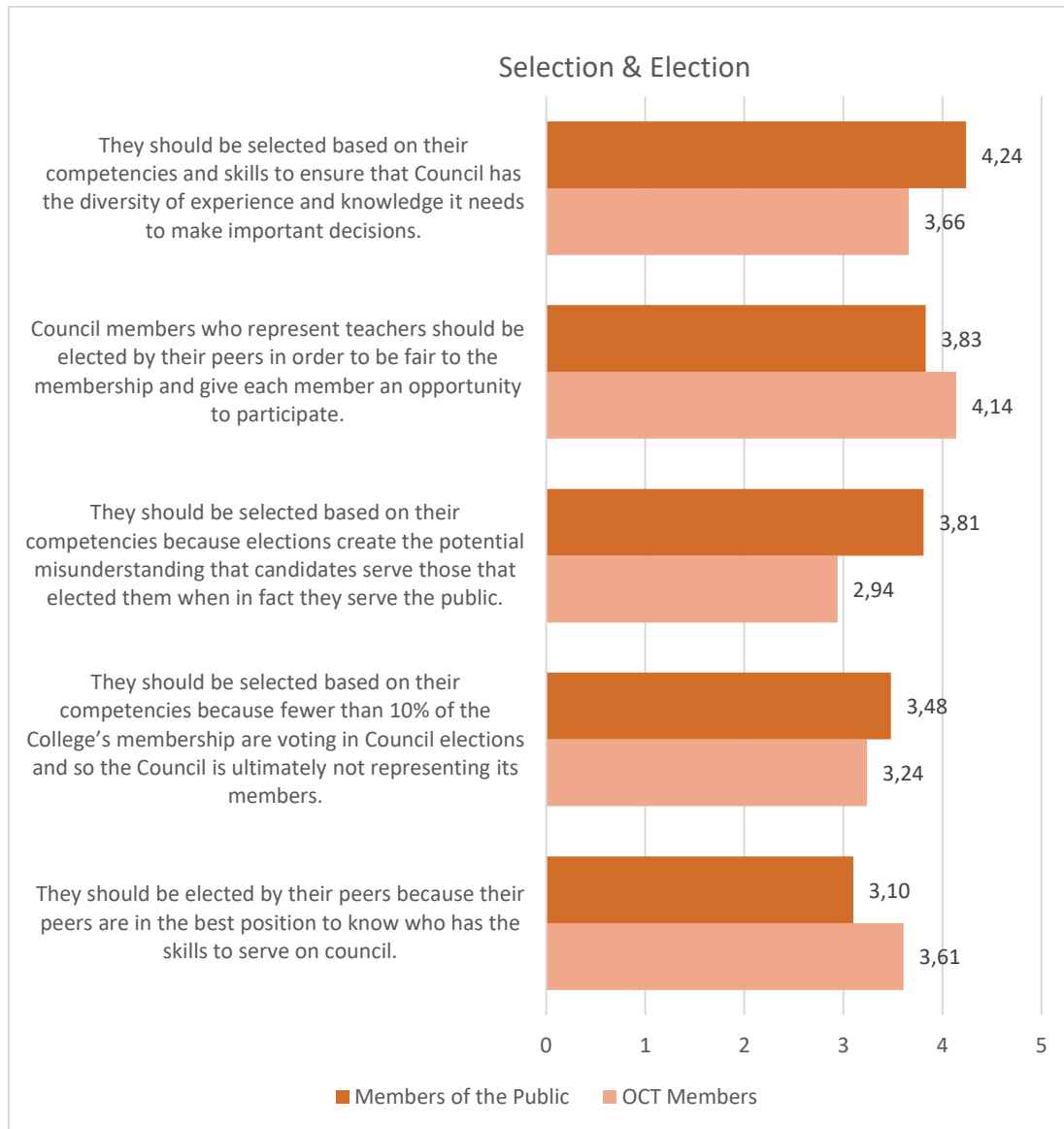
But even members of the College would find an equal number of teachers and public members on Council acceptable (2.99).

¹³ 1 = strongly disagree, 5 = strongly agree

In deciding who represents members of the teaching profession on Council, two broad approaches are typically taken:

- 1. Members (teachers) electing Council members or***
- 2. Selection by a nominating committee consisting of regulators, parents, and educators (members).***

To what extent do you agree/disagree with each of the following... ¹⁴



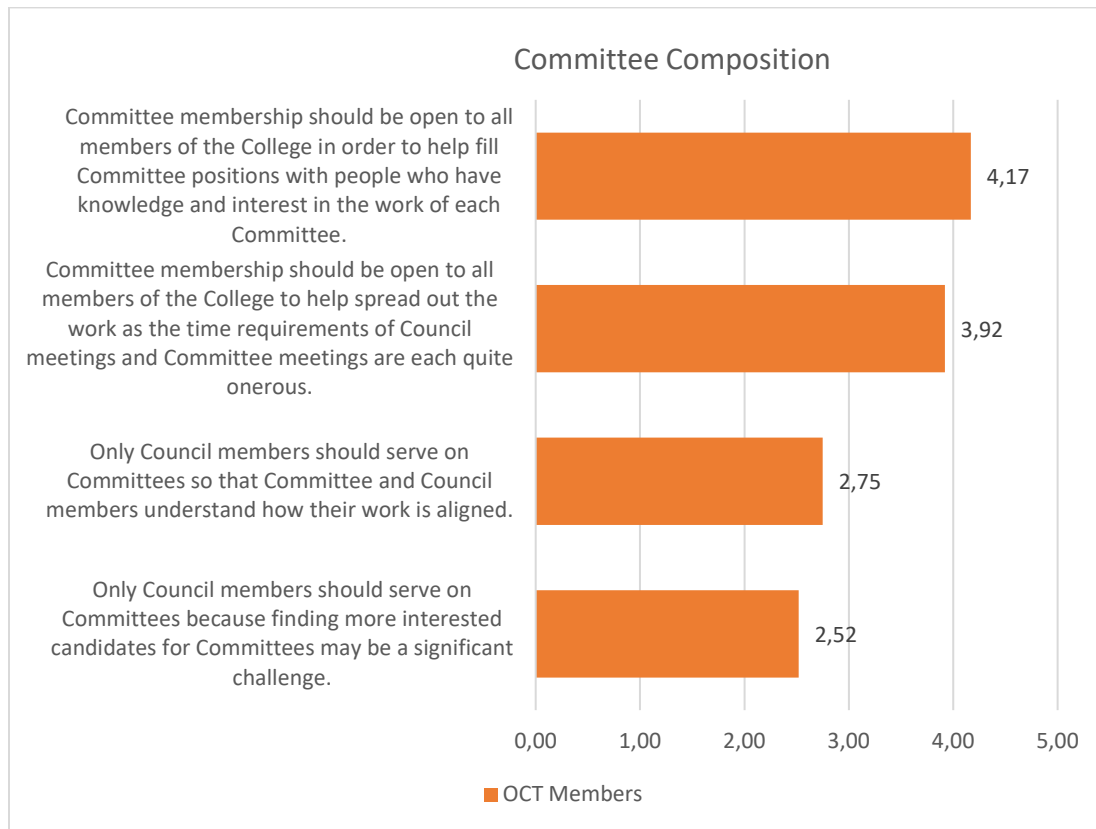
Members of the public are strongly in favour of a competencies-based selection approach for Council members (4.24).

Members of the College favour elections (4.14) but do not strongly object to a competencies-based selection approach (3.66).

¹⁴ 1 = strongly disagree, 5 = strongly agree

OCT Members were asked:

With respect to the composition of the 14 Committees of Council, to what extent do you agree/disagree with each of the following: ¹⁵



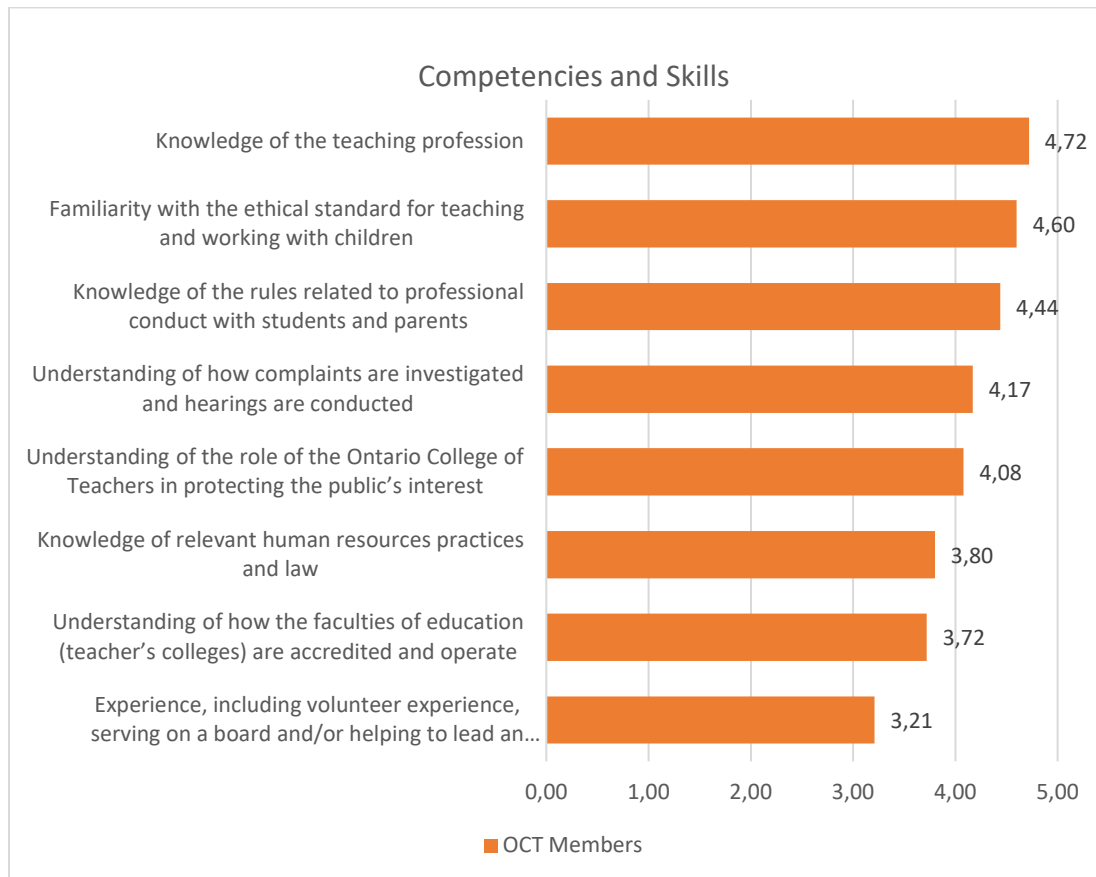
By a wide margin, members of the College favour adopting an approach where membership in the College's Committees would be open to all members, and not only Council members.

They see this driven by knowledge, interest and time commitment.

¹⁵ 1 = strongly disagree, 5 = strongly agree

OCT Members were asked:

With respect to the skills required to serve effectively on Council, how important are each of the following ¹⁶



Members of the profession evaluate a diverse range of competencies and attributes as being important for individuals serving on Council.

¹⁶ 1 = not at all important, 5 = very important

SUGGESTIONS FOR IMPROVEMENT

When you think of how teachers are regulated, what are the most important thoughts that come to mind?

Members of the Public

I think there is the perception in general that regulatory colleges protect their members. There needs to be a public awareness about all regulators and how the protection of the public is carried out.

Weakening of the link with teacher unions that are too powerful and out of control and are only there for themselves, not for students and not for the public.

Knowing the curriculum, behaving appropriately with students and colleagues, safety of students is foremost.

When I think about teachers, I never hear stories about how they are being regulated, but rather, how they are protected by their union. There is nothing that comes to my mind with respect to how the public is being protected.

The work of the OCT should be more publicized so that the non-teacher/member public can feel confident of the work for and work of teachers in Ontario.

One of the MOST important competencies of OCT should be effective communications WITH PARENTS/Guardians of the student in their sphere of influence each school day. The public NEEDS to be confident of teachers in order to value the education system in Ontario and so at the ground level, teachers are the first line of parent connection to their child's education journey.

Fair objective opportunities to work with teachers to build confidence and knowledge.

They adhere to Professional Standards - Standards of Practice and Ethical Standards of the teaching profession. Professional misconduct is liable to disciplinary actions to protect the public and children.

Not enough support from the board to regulate that teachers keep current. Bad teachers stay because system is about seniority and not parent satisfaction.

Impartial et équitable Au fait de la réalité des attentes non seulement du ministère mais aussi des différents conseils scolaires En connaissance de la réalité du terrain pour ce qui est du support effectif aux élèves Sensibilisation à la diversité culturelle et modélisation Conformité des certifications de compétences professionnelles Connaissances des lois et règlements en lien avec la profession Moteur de changements Sources d'études et statistiques (Fair and equitable. Realizing the reality of the expectations not only of the Ministry but also of the various school boards. Knowledge of the reality on the ground in terms of effective support to students. Awareness of cultural diversity and modeling. Compliance of professional skills certifications. Knowledge of laws and regulations related to the profession. Engine of change. Source of studies and statistics.)

The standard of the teachers who are regulated must reflect the best interest of students and their future.

The most important thing for me is that teachers are actually regulated and held accountable for their crimes, misbehaviours, infractions. As it currently exists, investigations, etc., are done in secrecy from the public and teachers are rarely adequately penalized. There is no transparency and the public, including parents/caregivers and students, are not protected. Far too many teachers remain in "Good Standing" despite their infractions.

The unions still fill teachers' heads with the idea that the College is not important and that teachers should be dismissive and rude to their regulatory body. Teachers have a very poor understanding of

what the College does (thanks to their union). School Boards do not seem to be helping either since many administrators do not report incidents of misconduct to the College. I teach at a Faculty of Education and even some of the faculty staff dismiss the College or say rude things about them in front of teacher candidates. There needs to be a shift in mindset in our profession, one that is no longer based on ignorance, but on knowledge and understanding of the seriousness of their job in working with children.

Teachers or principals should not be shifted from one school to another if there is an issue. They should be disciplined if they are not meeting their teaching and administrative duties.

I feel that even though teachers are regulated the union that stands for them is much stronger. Teachers and their conduct seem to be untouchable. No one ever hears about how teachers are regulated.

OCT Members

There is too much regulation here in this province.

Protecting students from predatory teachers. What I read in the 'blue pages' sickens me and I often feel the consequences are not harsh enough. Some of these teachers should be put in jail for their sexual predatory actions.

Fairness to teachers with consideration of the public.

I think that teachers are well regulated although I worry that the information is not necessarily well propagated. I also worry that the other interested parties in education are less accountable than teachers, for example the government, the school boards and the public, which then makes the whole regulation concept meaningless.

Over regulated.

I do not believe that most teachers require an official body to regulate them. Teachers are usually self-motivated to increase their knowledge and better their practices. If they are not, then the board that they work for should intervene. Extra layers of bureaucracy such as the college are just that, extra layers that are not necessary.

I don't like a watch dog. I don't like that the college is a scary punitive thing that I have to pay for. I don't like that if the board finds someone innocent, the college might still punish you.

I think that most people do not have a good understanding of what the Council does. It's seen as punitive because people often read the magazine for the blue pages.

It does provide transparency in that you can look up teachers to see their accreditations and it does protect children from repeat offenders.

Teachers need to be in good standing every year, public knowledge of teachers' qualifications.

More training so that the offences decrease.

As for Council selection, I would argue that the Northwest Region is too diverse to only be represented by one individual, which if elected from the major urban areas of the region has no idea what rural northern teachers go through and what expectations are placed on small, sometimes isolated community teachers!

There should be more serious consequences to misconduct, since teachers are dealing with some of the most vulnerable people. Often, when I read the discipline committee reports, I feel that teachers should just not be allowed to practice if they have shown such deplorable lack of judgement.

Balance - make sure teachers are being equitably supported and serving the public.

The college does not improve education and teaching. It is waste of money. The government appointed members are friends of the government being rewarded for service to their political parties. Good job for party insiders.

The college should more vigorously examine members of the publics concerns rather than relying on school board officials. They are employers, and not the keepers of the public's trust. The public should be assured of the college's efforts to govern the teaching profession in the public interest.

Having taught in other provinces, I find Ontario a very hostile environment for teachers. In trying to "protect" the public, the College has made teaching an almost impossible job because of the suspicious, negative environment that exists here. There is little chance to get everyone working together to make children's education the best it can be.

I was quite surprised to see how little influence the College has over teacher regulation. To see that there are teachers working with children who lack the educational qualifications and that some teachers are allowed to teach subjects they are unqualified for while qualified teachers are given different roles is quite upsetting. I would think that a regulatory board would make sure that the best people are placed in the best situations to help students.

Over regulated to protect the public, but not concerned about the teachers. False or trivial accusation should be investigated, but then they should be dropped. Members should be treated fairly and respectfully. Most are very professional.

I think teachers should be regulated according to the Standards of Practice, ethical standards, and professional standards.

That is why we have regulatory bodies - to keep us in line at all times as a professional and person.

There is not much regulation.

It is very concerning that the profession has become less regulated in the opinion of many. Although the OCT is very thorough is dealing with teachers who have broken the law, it does not regulate teaching practices on a day to day or year to year basis. Teachers who are incompetent, not doing their jobs, unsuited to the profession, are left in classrooms where children are left bored, unmotivated to learn and unable to advance their skills. MORE needs to be done to eliminate these types of teachers from our classrooms. The teacher unions protect incompetence far too often.

The present method for regulation seems to be ok.

Between the unions, the school boards AND the OCT it's almost impossible to effectively report and have action taken to improve the performance of teachers who are simply not up to par. Ineffective teachers and those who demonstrate very little teaching abilities are perfectly safe to spend their entire careers performing at the same level.

It is important to insure teachers possess the proper credentials.

À mon avis, l'ordre des enseignants n'a pas sa raison d'être. Si un enseignant commet une faute grave. Il ou elle peut être traduit en justice et si effectivement, un enseignant a commis un acte de violence ou une agression envers un ou une élève, son droit d'enseigner disparaît de toute façon si il ou elle est inculpée. L'ordre devrait se limiter à enquêter sur les inconduites mineures comme les irrégularités aux testes de l'OQRE par exemple. Ce n'est pas à l'Ordre de créer des titres inutiles comme le EAO ni de faire la promotion de la profession. Les syndicats des enseignantes et des enseignants sont beaucoup mieux placé pour le faire. L'Ordre ne devrait pas non plus imprimer à grand coûts un magazine que personne ne lit, bref, on pourrais couper les cotisations de beaucoup sans mettre en danger la sécurité du publique. (In my opinion, there is no reason for the teachers' college. If a teacher commits a serious

fault, he or she can be brought to justice and if indeed a teacher has committed an act of violence or aggression against a student, his right to teach disappears anyway if he or she is charged. The college should be limited to investigating minor misconduct such as irregularities in EAO tests, for example. It is not up to the college to create useless titles like the EAO or to promote the profession. Teachers' unions are much better placed to do this. Nor should the college print a magazine that no one reads at great cost; in short, we could cut the dues of many without endangering public safety.)

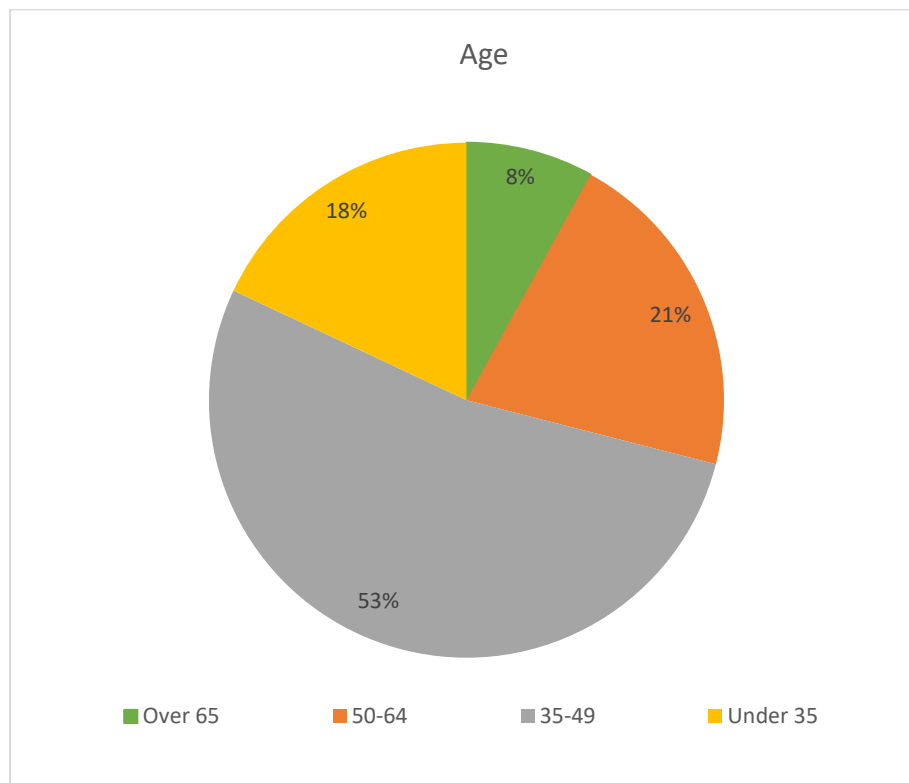
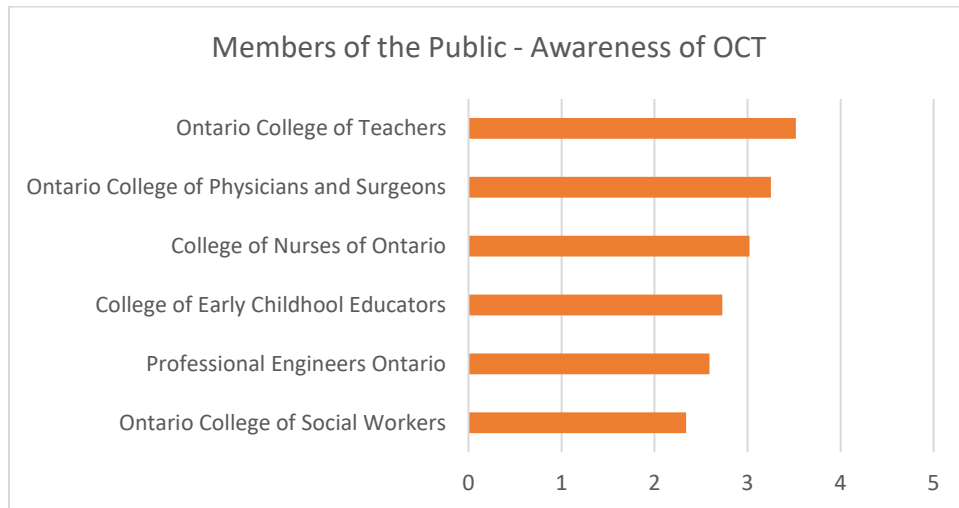
I don't understand why I, as a teacher, pay money for an organization to 'represent the public'. When I started in 1989, there was no college at all and now it has mushroomed to 14 committees. This is unbelievable.

Educational standards.

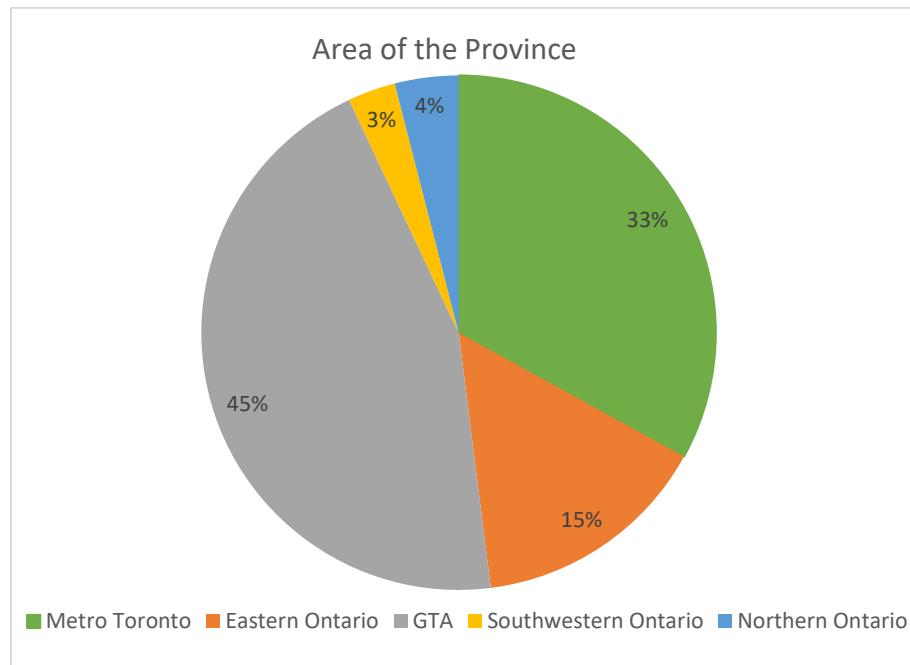
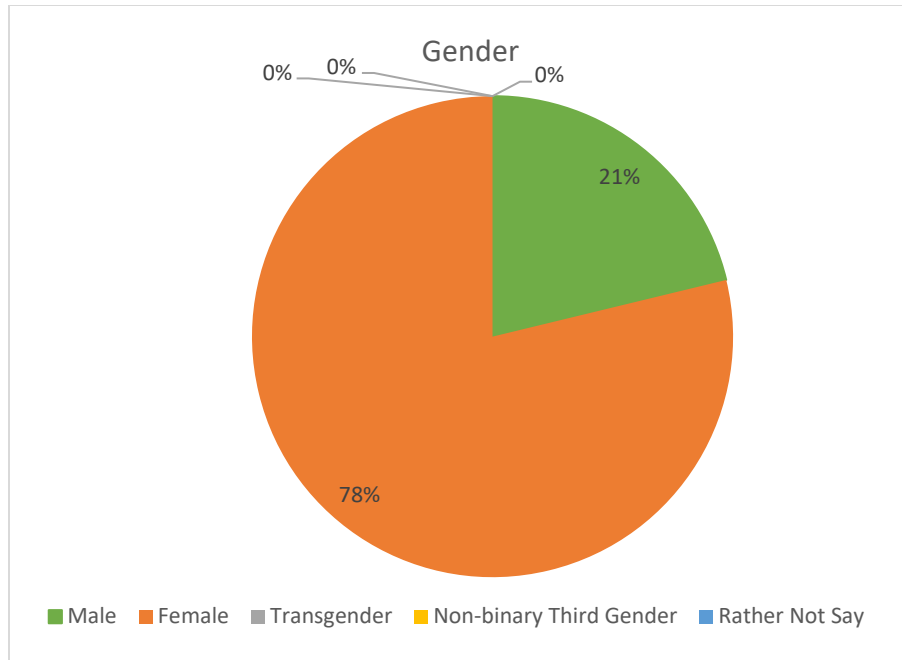
PUBLIC SURVEY PARTICIPANT DEMOGRAPHICS

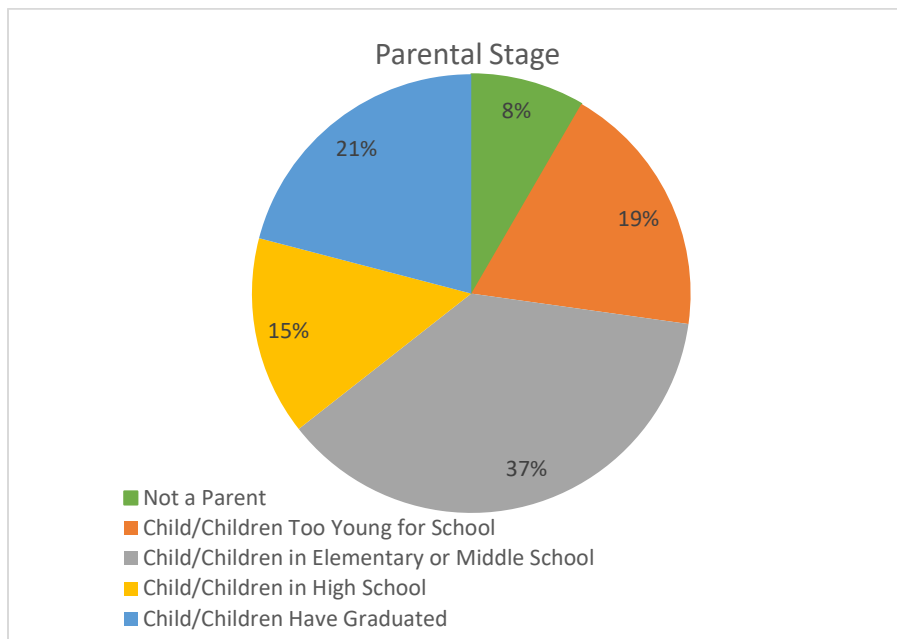
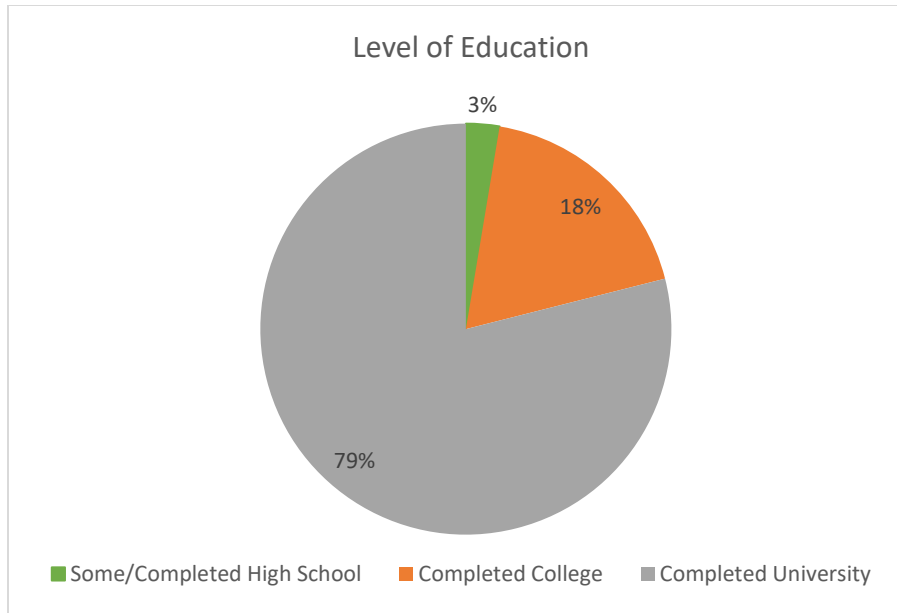
There is a reasonable awareness of the OCT among the public. This awareness is higher than for other senior regulatory colleges, with the caveat that respondents already have some level of engagement with OCT.

To what extent are you familiar with each of the following organizations? ¹⁷



¹⁷ 1 = not at all familiar, 5 = very familiar





APPENDIX 3: SUMMARY OF OBSERVATIONS

Governance Solutions Inc. (David Brown) observed the Council meeting of June 7, 2018.

By observing a meeting, we can gain a much better understanding of the functioning, information and accountability flow, outworking of roles and responsibilities, as well as otherwise difficult to evaluate yet important aspects of governance such as culture, relationships and behaviour.

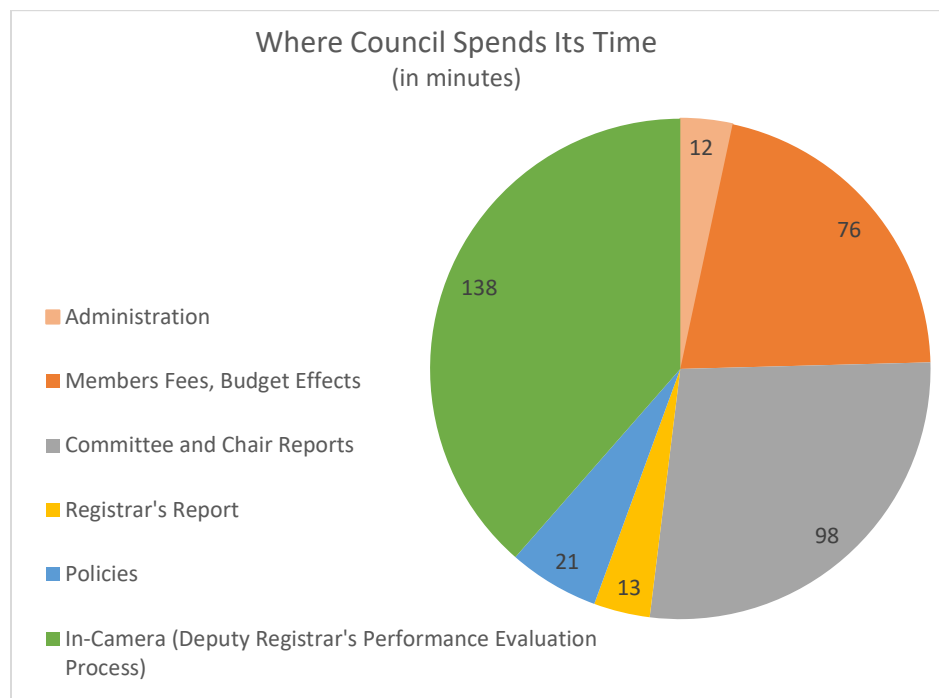
One immediate observation was the adoption of a strict parliamentary process to conduct Council meetings. This has a number of observable negative impacts:

- The Chair and Registrar are rendered effectively voiceless, at the same whim of the Presiding Officer in terms of being able to express their voice as everyone else in the room. A couple of material times, the Registrar and a Committee Chair just risked speaking up, but this is clearly frowned upon. If the Registrar is silenced, the Chair is disenfranchised.
- Dialogue is stifled. Rules of order are designed to make decisions (by a majority) once the due diligence work is substantially complete. Strict parliamentary process was never intended for the boardroom, and the effect was to shut down legitimate and interesting questions and discussion, as well as new ideas and suggestions.
- Time is spent on administration and details, rather than on substantive strategy, risk and governance.

These challenges in governance effectiveness are at least partly laid at the feet of the Council's unwieldy size of 37.

Our second main theme from observing the Council meeting is also illustrative, where Council spent its time:

Where Council Spends its Time



Of a six-hour Council meeting, Council spent essentially all afternoon (138 minutes) *in camera* discussing staffing matters, especially who and how to conduct the Deputy Registrar's performance evaluation. This is symptomatic of none of the Council leadership (the Chair primarily should have stepped in) being

clear and assertive on role clarity (it's the Registrar's role to conduct the Deputy Registrar's performance evaluation). This should have been a five minute off-line discussion during a break or before the business meeting, and the Chair and Registrar should have resolved this.

The third highest use of time, 76 minutes, was on financial matters, all of which ultimately came down to how much members are going to be expected to pay in fees. These encompassed three different agenda items: the new Counselling Funding program, changes proposed to the Restricted Cash Policy, and a Tool for Determining Preparation Time. For example, the Restricted Cash Policy item started off with relevant and respectful questions, but devolved into finding ways to cut staff and freeze wages (highly insensitive and not constructive.)

All three agenda items share the same theme: how much should members have to pay vs. others paying, or the College subsidizing. While one could place this poor use of time at the feet of micromanagement (since it partly is), the fundamental cause seems to be Council members being driven by protecting the interests of professional members of the College, rather than focusing on the public interest. This in turn speaks to heavy politicization, advocacy of special interest groups at the back of the room, lack of clarity on the College's purpose, poor alignment of Council's strategic priorities and therefore meeting time with this, and other factors related to Council member selection and development (e.g. governance training and education).

While the other uses of time (98 minutes on Committee and Chair Reports) may seem at first blush to be better uses of Council's time, some of these too did not add much governance value.

Despite stopping the meeting for a special timed item to review the Financial Report, this important governance matter breezed through without significant questions or review.

Most Committee reports were received as submitted without question or discussion. Committee reports were almost exclusively about activities (data dumps) and not strategic issues, risks or outcomes. The Presiding Officer cut off members' questions on the Finance Committee, the Standards Committee and the Quality Assurance Committee.

The Committee Chairs' verbal updates were for the most part perfunctory and non-substantive, with the exception of Standards of Practice & Education and Accreditation, which would be good exemplars for others to follow. The Finance Committee Chair struggled to answer questions, perhaps due a lack of pre-meeting co-ordination with the COO on this agenda content. Committee Chairs should be communicating the essence of substantive dialogue at their meeting, including significant items of dissent and the "ask" to Council.

The Council meeting room is not conducive to effective meetings – 37 Council members are pre-seated along a long narrow table, unable to see one another for the most part.

The electronic voting interrupts the flow of the meeting, interposes formality, and adds time unnecessarily.

Ultimately, Council time is focused unduly on members' interests, and very little on protecting students (and some resistance to the new Counselling Funding). And on operational matters, and not strategic, high level substance.

APPENDIX 4: BEST PRACTICES AND COMPARATOR REVIEW

INTRODUCTION

We have prepared this governance “best practices” review using a comprehensive landscape and tool, based on applied research, business experience and a fundamental understanding of underlying principles of governance, articulated and developed over 27 years at Governance Solutions Inc.

This framework and tool include these sections:

- **The “Why” Question** introduces the framework, briefly summarizing the concepts and principles that underpin it – why boards exist and what their primary purposes are.
- **The “How” and “What Needs to Be Done” Questions:** this is the framework itself, line-by-line, addressing the Board’s (and Board Committees’) specific roles and responsibilities (the “How”) based on (with “acronyms” for easy reference):
 - best practices in Canadian corporate governance, including both standards and guidelines, drawn from the **Canadian Securities Administrators National Instruments**, especially “52-110” *Audit Committees*, “58-201” and “58-101” *Corporate Governance* and “51-102” *Continuous Disclosure Obligations*, as well as relevant excerpted standards from “52-107”, “52-108” and “52-109”, supplemented by authoritative standards and guidelines issued by:
 - the U.K. **Financial Reporting Council** (“FRC”, the *Combined Code of Corporate Governance*, most recently updated in 2018)
 - relevant excerpts from Canada’s financial regulator, the **Office of the Superintendent of Financial Institutions** (“OSFI”) *Corporate Governance Guideline*, most recently updated in 2018
 - relevant excerpts from the U.S. **Securities Exchange Commission** (“SEC”), and **New York Stock Exchange** (“NYSE”) and **Nasdaq** (“Nasdaq”) listing requirements, the **Sarbanes Oxley Act** (“SOX”), including enhanced auditors’ reporting (**PCAOB** 2017)
 - the **Chartered Professional Accountants’ Risk Oversight for Boards** (“CPA”), and
 - **Toronto Stock Exchange** (“TSX”) listing requirements, governance and disclosure guidelines
- while these are only mandatory for firms that issue securities in public markets, they are generally held to be best practices for all boards, and each board is encouraged to benchmark its practices against these, and disclose where and why they have chosen not to comply (“comply or explain” to its stakeholders)
- **Sector Specific Practices:** these are based on recent authoritative research with comparator regulatory organizations that are a good “fit” or “match” with OCT:
 - College of Nurses of Ontario (“CNO”): the recommendations of the Governance Task Force have been approved by Council, some internal changes are being piloted, many changes await legislative and regulatory approval¹⁸
 - Law Society of Ontario (“LSO”): the Governance Task Force issued a Call for Comment through October 15, 2018¹⁹
 - UK Professional Standards Authority review of the College of Registered Nurses of British Columbia (“CRNBC”), including a review of the effectiveness of its governance²⁰

¹⁸ See: <http://www.cno.org/globalassets/1-whatiscno/governance/final-report---leading-in-regulatory-governance-task-force.pdf>

¹⁹ See: <https://lso.ca/about-lso/initiatives/governance-task-force>

²⁰ See: [https://www.professionalstandards.org.uk/docs/default-source/publications/special-review-report/a-review-conducted-for-the-college-of-registered-nurses-of-british-columbia-\(april-2015\).pdf?sfvrsn=49db7120_14n](https://www.professionalstandards.org.uk/docs/default-source/publications/special-review-report/a-review-conducted-for-the-college-of-registered-nurses-of-british-columbia-(april-2015).pdf?sfvrsn=49db7120_14n)

- UK Professional Standards Authority review of the Engineers and Geoscientists of British Columbia²¹
- Regulated Health Professions of Ontario (various Colleges' leaders meet together informally as "AGRE", to share governance best practices, benchmarks and trends)
- **"What Needs to be Done"**: an inventory of key documents and tools: what documents should the board be expecting to see and use to complete its responsibilities in each area?
- **Current Practice ("What We Saw") and Comments/Suggestions**: what are your own current governance practices and policies, and how do these benchmark to best practices? This highlights any gaps, areas you should be discussing at a Governance Committee or Council level for possible change/ improvement. "Not seen" indicates something that we would expect to see for a regulatory governance body but did not; "n/a" indicates something that we would not expect to see for a regulatory governance body, but we left these in the report to give the College a line-of-sight to voluntary governance practices beyond what is expected.

²¹ See: [https://www.professionalstandards.org.uk/docs/default-source/publications/international-reports/review-of-the-legislation-and-governance-for-engineers-and-geoscientists-in-british-columbia-\(june-2018\).pdf?sfvrsn=b2d7220_9](https://www.professionalstandards.org.uk/docs/default-source/publications/international-reports/review-of-the-legislation-and-governance-for-engineers-and-geoscientists-in-british-columbia-(june-2018).pdf?sfvrsn=b2d7220_9)

THE GSI GOVERNANCE FRAMEWORK: THE “WHY” QUESTION

Governance is defined as the system by which organizations are directed and controlled (Cadbury Report 1992). In organizations where there is a separation of ownership and management, Boards of Directors – Council in the case of the College – are typically responsible for the governance of their organizations.

Boards (Councils) fulfill their governance duties by focusing on strategic:

- direction, i.e. planning, delegation, risk management and resourcing; and
- control, i.e. oversight, monitoring, evaluation and measurement.

The theory of principal-agent relationships aims to inform governance and underpins modern governance reform:

Governance is how you answer the key question in economics How do we allocate scarce resources to the most effective uses? “Principals” provide the resources, “agents” use the resources, and “governance” is the intermediary, (arbiter or referee) deciding between them.

Principals are the owners of the organization (i.e. shareholders, members, governments in the public sector, etc.). The principals are the people:

- ✓ Who created the organization
- ✓ Who have a purpose for the organization: needs that it can meet
- ✓ Who contribute (invest or give) resources / capital

Agents are the CEO (Registrar) management team and staff (and volunteers in many not-for-profits.) The agents are the people:

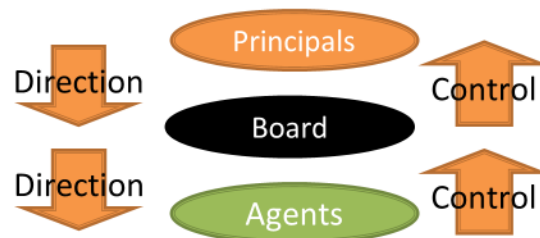
- ✓ Who undertake the organization’s activities, to meet the principals’ needs
- ✓ Who employ (use, apply) resources / capital to create economic, social and cultural value

The board of directors (Council; also referred to as the board of trustees or governors) provides governance. The Board/Council is/are the people:

- ✓ Who is the independent intermediary (broker/referee) between the principals and agents
- ✓ Who are the voice of the principals to the agents (and back)
- ✓ Who have the ultimate authority – and responsibility – to act in the broadest interests of the corporation

To illustrate, if one imagines an organization to be a ship, the owners (principals) cause the ship to be built, pay for it, and have a purpose and destination in mind. The board is the rudder – it sets the course, focuses on the horizon, monitors progress and makes course adjustments as necessary. The CEO, management and staff (agents) carry out all the duties on the ship.

Governance Theory



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An effective board concentrates its time and energy on providing strategic direction and control of the organization. The Board, as the governing body, sets the direction and uses its controls to ensure the organization is on course. For an organization to be “in control” strategically, this means the board having confidence (“gaining reasonable assurance”) that the organization is moving in the direction that it has approved.

While the Board focuses on strategic direction and control, the CEO (executive and staff) performs the actual day-to-day work of the organization, developing and delivering products and services.

The work of the Board and CEO is integrative. They are partners collaborating in achieving the organization’s mission, vision, goals and objectives by each doing what they are uniquely equipped to do, and each respecting each other’s potential to succeed and to excel.

A defining feature of an effective governing board, however, is that it draws “a bright line” between its responsibilities and those of the CEO and management team. This separation of duties is central to the board exercising independent oversight and ensuring accountability of the management and staff through the CEO.

Direction: The Principles of Leadership and Stewardship

Let’s look at the board’s roles in the “front end” of corporate governance, direction, i.e. planning, delegation, risk management and resourcing:

- ✓ Direction is being the “rudder” of the corporation
- ✓ This matches the unmet needs of the principals (purposes) with the best ideas of the agents (uses)

The 4 Core Tools for Direction

- ✓ The Strategic Plan is the primary tool in direction
- ✓ Risk assessment, delegation of authorities, and budget are three other key tools

Board Roles

Direction comprises two key board roles and these responsibilities:

Leader:

- Active input into the Strategic Plan and review/approval
- Active involvement in Board renewal and management succession

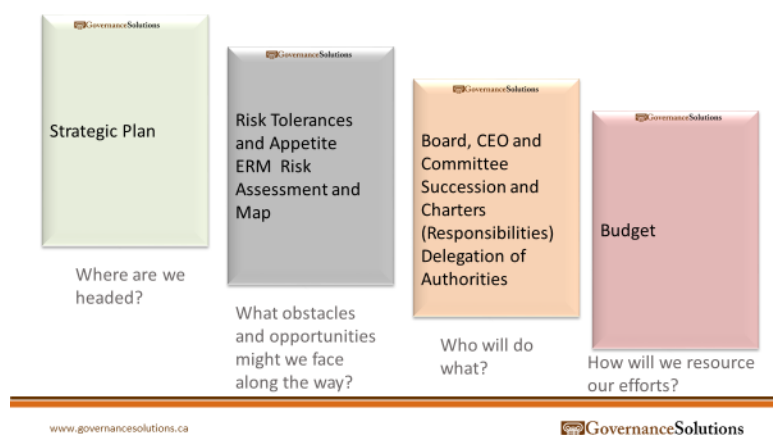
Steward:

- Ensure resources are allocated wisely: setting risk tolerances and appetite, approving budgets
- Delegation of authorities – to board, committees, CEO, management

Control: The Principles of Monitoring and Reporting

Once direction is set, the “back end” of corporate governance involves control, i.e. accountability, oversight, measurement, monitoring, evaluation including disclosure and reporting.

The 4 Board’s Tools for Direction



- ✓ Control is “the Board gaining reasonable assurance (confidence) that the corporation is going substantially in the direction approved”
- ✓ This follows the resources of the principals as they are used by the agents, and accounts for their use

The 4 Core Tools for Control

- ✓ The Annual Report including Audited Financial Statements is the primary tool for control
- ✓ Also the entire board info package, including non-financial performance indicators (dashboard or scorecard), performance evaluations (for the CEO, Board, Committees, Chairs and Board members), and interim financial reports.

The 4 Board’s Tools for Control



Board Roles

Control comprises two key board roles and these responsibilities:

Monitor:

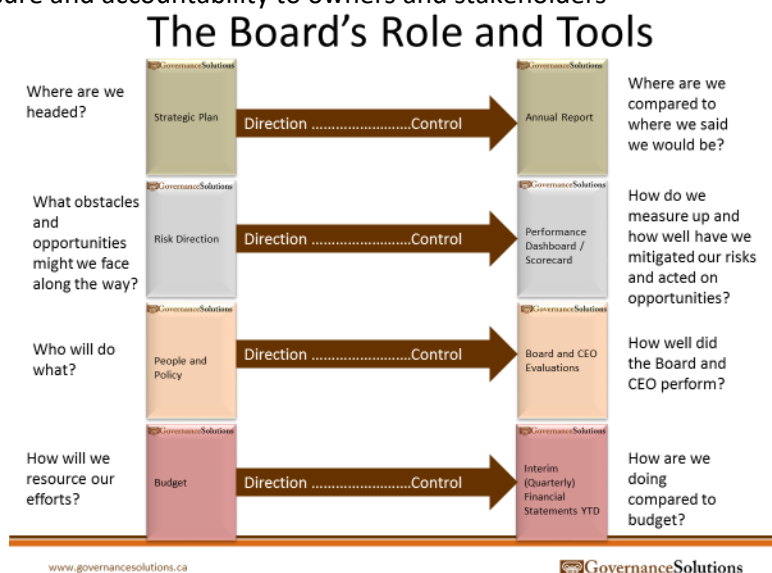
- Using the right measures of success (performance) and getting the right level of information at the Board
- A robust audit and control system
- CEO Evaluation and Compensation
- Board Evaluation

Reporter:

- Continuous and periodic disclosure and accountability to owners and stakeholders

It Looks Something Like This ...

Boards fulfill their governance roles and responsibilities by ensuring that these eight key governance documents/tools are in place, and that they are aligned vertically (everything ties back to the strategy: mission, vision, values and objectives) and horizontally (you don't get what you plan – you get what you resource, what you measure, and what you reward.)



ONTARIO COLLEGE OF TEACHERS GOVERNANCE FRAMEWORK: BEST PRACTICES, COMPARATORS, CURRENT PRACTICE AND GAPS

Direction

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
Leadership and Strategy Direction: Where are we headed? Core Tools: Strategic Plan, Mission, Vision, Values, Goals, Objectives				
<p>Board oversight: mandate and responsibilities:</p> <p>The Board should adopt a written mandate in which it explicitly acknowledges responsibility for adopting a strategic planning process and approving, on at least an annual basis, a strategic plan. (58-201)</p> <p>Board's Role:</p> <p>Active input into and approval of strategic direction (plan including mission, vision, values, objectives and measures of success)</p>	<p>UK concluded that CRNBC's Board sets strategic objectives for the organization, the regulator's performance and outcomes for patients and the public are used by the Board when reviewing the strategic plan, and all College projects align to the strategic objectives: this demonstrates the central importance of alignment in these</p> <p>UK reports that CRNBC's Board is reviewing performance data against indicators which prioritise the impact of regulatory activity on patients and the public in its review of its strategic plan: outcomes for patients and the public must be its first priority</p>	Mandate	<p>The College has the following objects:</p> <ol style="list-style-type: none"> 1. To regulate the profession of teaching and to govern its members. 2. To develop, establish and maintain qualifications for membership in the College. 3. To accredit professional teacher education programs offered by post-secondary educational institutions. 4. To accredit ongoing education programs for teachers offered by post-secondary educational institutions and other bodies. 	Good

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
			<ol style="list-style-type: none"> 5. To issue, renew, amend, suspend, cancel, revoke and reinstate certificates of qualification and registration. 6. To provide for the ongoing education of members of the College. 7. To establish and enforce professional standards and ethical standards applicable to members of the College. 8. To receive and investigate complaints against members of the College and to deal with discipline and fitness to practise issues. 9. To develop, provide and accredit educational programs leading to certificates of qualification additional to the certificate required for membership, including but not limited to certificates of qualification as a supervisory officer, 	

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
			<p>and to issue, renew, amend, suspend, cancel, revoke and reinstate such additional certificates.</p> <p>10. To communicate with the public on behalf of the members of the College.</p> <p>11. To perform such additional functions as are prescribed by the regulations.</p> <p>In carrying out its objects, the College has a duty to serve and protect the public interest.</p> <p>(s3)</p>	
		Mission, Vision & Values	The College has approved and published a Mission, Vision and Values	These are consistent with the College's mandate
		Long Term Goals	<p>Strategic Priorities have been approved by Council and published by the College: there are four (sic): to broaden membership engagement, facilitate ongoing professional learning of members, a long-term communication plan, enhance Council and</p>	<p>Nothing directly related to the public interest</p> <p>Some obviously indirectly contribute, e.g. professional learning of members, inform public, transparency, effectiveness and accountability.</p> <p>But how are these measured? How does the</p>

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
			<p>committee effectiveness and accountability</p> <p>Note: Council approved a new set of Strategic Priorities in November 2018 – our observations on these are in a footnote in the Executive Summary.</p>	<p>College know that, if it achieves these 4 strategic priorities, the public interest will be better protected? The teaching profession better regulated?</p> <p>Some do not seem to align with mandate or MVV: engaging retired and Indigenous teachers – what is the outcome sought here? Developing a public appreciation of the value of self-regulation – this sounds like advocacy or representative vs. a pure regulatory role? How does upstream engagement serve downstream outcomes?</p> <p><i>[see two rows below]</i></p>
		Performance objectives (SMART)		Not in place <i>[see rows above and below]</i>
		Accountability: Performance Indicators / Metrics / Targets / Weighting	Each quarterly Registrar's Report to Council is organized around the College's four strategic priorities as well as new items, staffing and	<p>Activities are reported on strategic priorities (31/31 in March rpt)</p> <p>SP1 seems largely focused on Additional Qualifications (AQ)</p>

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
			updating statistics on relevant items	<p>SP2 educative sessions and presentations do deal with reinforcing the duty to operate in the public interest and provides interactive case studies</p> <p>SP3 includes brand, outreach, international delegations, website, some affiliate and government outreach</p> <p>SP4 sparse</p> <p>New Intakes in 2017 were 6.5% <i>lower</i> than in 2016; open files, referrals from IC, and hearing days are similarly trending downward – how does this square with expectations? Does this mean the complaint system is working or can no conclusion be drawn?</p>
		Capital, retained earnings, cash reserves policy	Minutes of Council meetings show discussions around the use of surplus cash, to pay down mortgage, effect on member fees, setting of minimum	Restricted Cash Policy reviewed at June 2018 meeting: good

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
People & Policy Direction: Who will do what? Core Tools: People People and Policies, CEO, Board, Committee Selection and Delegations; Board Level Policies; Code of Conduct; Risk, HR etc.				
<p>Governing Legislation; Corporate Mandate, Objects:</p> <p>Ensure clarity and alignment of mandate, duties and powers.</p> <p>By-Laws:</p> <p>Ensure clarity and alignment of duties and powers of corporation, board and officers.</p> <p>Organizational Mandate:</p> <p>Best practice is for the Board to have statutory “person” or full powers, to make and amend bylaws, appoint management, enter into contracts, set board and CEO remuneration, fees, although this may be limited by shareholders (owners, including Government in the public sector or a Unanimous Shareholders’ Agreement in the private sector).</p> <p>Approve general Board-level policies (Board</p>	<p>UK reports that CRNBC’s governance policies are reviewed every three years, with a current review seeking to make a clear distinction between the responsibilities of the Board and those of the Registrar</p>	<p>Creating and amending Acts including enabling legislation and other Statutes or Regulations that affect the corporation’s governance and accountability</p>	<p>OCT is incorporated under and governed by the <i>Ontario College of Teachers Act 1996</i></p> <p>The College is a body corporate without share capital with all the powers of a natural person (s2)</p>	Good
		<p>Relationship between corporation and shareholders or members (owners)</p>	<p>The Council shall meet annually with the Minister (s10)</p> <p>The Council shall report annually to the Minister on the activities and financial affairs of the College (s11)</p> <p>The Minister has the power to direct Council (s12)</p> <p>The College shall hold an annual meeting of the members (s13 and Bylaw s16 includes notice and business)</p>	OK, not clear how close or effective this relationship is
		<p>Creating and approving bylaws</p>	<p>Council may make regulations on specified matters, with Minister’s prior review, and LGiC approval (s40)</p>	OK

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
<p>committees monitor, review and recommend)</p> <p><i>Culture and Relationships:</i></p> <p>Good governance emphasizes the importance of positive relationships between the company, shareholders and a wide range of stakeholders, with a clear purpose and strategy aligned with a healthy corporate culture</p> <p>(FRC – 2018)</p>			<p>Council may make bylaws on prescribed matters (s41)</p> <p>LgiC may make regulations on specified matters (s42)</p> <p>College Bylaws are in place, approved and amended from time to time (s17 deals with this)</p>	<p>The College's Bylaws are highly prescriptive rather than enabling in terms of approach. They delve into minutiae of process, from what business may be brought to Council and how, to a preference for vote tabulation software, balloting procedures for the Chair & Vice, notice provision details (rebuttable presumptions and bank holidays), securities in safety deposit boxes not custodial services, ... These are typically dealt with two levels of governance further down – past bylaws and policies to protocols and procedures. This is a reflection of the heavy emphasis on rules and procedure, which while appropriate for regulatory governance is not overly helpful to facilitate</p>

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
				effective corporate governance.
		Board level policies	The College has a number of Board level Policies in place (specific ones are referred to in relevant sections)	Board level Policies would benefit from a refresh and alignment with one another – some are aged, some are Carver ²² , in many cases it is not clear who & when reviewed or approved the Policy and when it is next due for review
		CSR (Corporate Social Responsibility) Policy		Not seen
<i>Code of Conduct and Conflict of Interest:</i> The Board should adopt a written code of business conduct and ethics (a code). The code should be applicable to directors, officers and employees of the corporation. The code should constitute written standards that are	LSO is looking at updating and revising its Code of Conduct and Conflict of Interest for benchers (board members)	Code of Conduct	Bylaw s19.01 establishes a Code of Ethics for Council Members, elaborated in Schedule 1: comply, familiarize, participate, confidentiality, distinguish between corporate and individual authority, exercise care, and “Seek to enhance the public perception of the College	Council Code is thin: why no reference to students or to protecting the public interest, which is different than public perception and the profession? Should lead with this.

²² Carver’s Policy Governance is a governance model dating to the 1970’s, still fairly popular in the “MUSH” sector (municipalities, universities and colleges, school boards and hospitals/health care). It emphasizes boards (Council) governing through policies, and staying out of operations. Reform governance, articulated by people such as Cadbury (UK, 1992), Dey (Canada, 1994), Sarbanes and Oxley (US, 2002), emphasizes boards (Council) governing through strategic and risk direction, which then drive people, policies and resources.

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
<p>reasonably designed to promote integrity and to deter wrongdoing.</p> <p>The board should monitor compliance with the code. Any waivers should be granted by the board (or a board committee) only.</p> <p>(58-201)</p> <p>Clarity and compliance of expectations of Board member conduct, including duties of loyalty and care, confidentiality, and conflicts of interest beyond legal minimum to perceived and potential conflicts of interest at board level.</p> <p>Board Level Governance Related Policies:</p> <p>Approve Governance Policies (Governance & Nominating Committee recommend; management develops) including Code of Conduct;</p> <p>Approve policy whereby a director may be removed for cause</p>			<p>and the profession of teaching”</p> <p>Bylaw s32 prescribes professional and ethical standards of practice for the teaching profession</p> <p>Professional Misconduct is delineated in Reg 437/97</p> <p>The College has a Harassment and Discrimination Policy</p>	<p>Members’ Code is probably the most important part of Bylaws yet is buried near the end – might it be more appropriate to lead with the student and this well written section? While Bylaws are primarily legal, they also convey a message</p> <p>Good</p>
		Conflict of Interest Policy	<p>Every member of the Council shall, in carrying out his or her duties, serve and protect the public interest; and act in accordance with such conflict of interest rules as may be prescribed by the regulations.</p> <p>(s4.2)</p> <p>Council may make regulations on this matter, with Minister’s prior review, and LGIC approval (s40)</p>	<p>Good</p>

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
			<p>Reg 72/97 outlines conflict of interest for Council and committee members</p> <p>Bylaws s12 deals with Conflict of Interest: Council members must disclose and not participate</p> <p>These are significantly broadened out in Guidelines</p> <p>Bylaw s35 broadens this scope for members of Accreditation and Appeals Committees re: relationships with program or institution</p>	<p>12.01 and Reg say Chair <i>may</i> ask conflicted Council member to leave meeting, but this is mandatory as best practice today</p> <p>12.03 definition of conflict of interest is narrow: calls for both benefit and private interest opportunity, so essentially a pecuniary conflict – how are broader conflicts of loyalty, one step removed or reasonably perceived, dealt with?</p> <p>Guidelines are much better but would a Council member refer to these or the Bylaw?</p> <p>Good</p>
		Confidentiality Policy	S48 outlines requirements of Council and Committee members, and staff to keep information confidential	OK

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
		Document (Electronic & Paper, including directors' notes) Confidentiality, Retention and Destruction Policy	Confidentiality is referred to briefly in a Policy level document as well as in Codes	OK but retention would be a helpful addition
		Directors sign declarations: code, conflicts (interests), confidentiality	Before taking up his or her duties, every person elected or appointed to the Council shall swear an oath or affirm in the manner and form and within the time period that is prescribed by the regulations (s4.1)	OK: annual declarations would be better
		Other Director Conduct expectations: inside information, business opportunities	Referred to in the broader Policy level Guidelines on Conflict of Interest	Good
		Director Attendance Policy	Outlined in Bylaw and Policy: Council and Committee members may be disqualified if fail to attend required number of meetings	Good
		Director Termination Policy	Council may make regulations on this matter, with Minister's prior review, and LGiC approval (s40)	Good

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
		Board members' Travel and Expenses Policy	Bylaws s14 deals with expenses: reasonable travel and other expenses, computers and professional development funding There is a Policy level document on travel and expenses	Good
		Board expense claims	(included in above)	OK
<p>Board oversight: mandate and responsibilities:</p> <p>The board should adopt a written mandate in which it explicitly acknowledges responsibility for the stewardship of the corporation, including responsibility for:</p> <p>(a) satisfying itself as to the integrity of the CEO, and a culture of integrity throughout the organization;</p> <p>(b) adopting a strategic planning process and approving, on at least an annual basis, a strategic plan;</p> <p>(c) the identification of the principal risks;</p>		Board Mandate (Charter / Terms of Reference)	<p>Council shall be OCT's governing body and board of directors and that shall manage and administer its affairs</p> <p>(s4)</p> <p>There are Council Role and Council Member Roles & Responsibilities documents that seem to be board level policies</p>	<p>Would be better to have an explicit Board Charter, reviewed every 1-2 years, and not these policy level docs</p>

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
(d) succession planning; (e) a communication policy; (f) internal control and management information systems; and (g) approach to corporate governance (58-201) Also: (h) risk appetite (i) culture (OSFI)				
<p><i>Committees, Board Chair and Committee Chair Charter/ Mandate/ Terms of Reference:</i></p> <p>The Board should develop clear mandates and charters for each Board Committee, and position descriptions for the chair of the Board and the chair of each Board Committee (with the Governance & Nominating Committee and in consultation with other committees who review and recommend their own)</p>	CNO is moving to disband its Executive Committee	Board level decision on what Board Committees to use and why	<p>Council shall establish the following [Statutory] committees:</p> <ol style="list-style-type: none"> 1. Executive 2. Investigation 3. Discipline 4. Registration Appeals 5. Fitness to Practise <p>(s15)</p> <p>A majority of the persons appointed or elected to <i>these</i> Committees shall be persons elected to the Council</p> <p><i>These</i> Committees’ powers and duties may be</p>	<p>OK</p> <p>The Act hard-wires a majority of elected Members on these key committees, risking a bias in favour of the profession in decision-making</p>

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
Effective Boards and Board Committees require Chairs that are experienced, skillful and exhibit leadership that encourages open discussion and appropriate debate; Board and Committee Chairs should have frequent dialogue with other Board members and senior management (OSFI)			<p>exercised by a panel of at least three persons, a majority being committee members: at least one elected and one appointed Council member; non-committee members must be on a roster of eligible panelists for the committee</p> <p>Bylaw s33 deals with establishing roster members for Statutory Committees; s34 for Accreditation & Appeal</p> <p>Panels (of Investigations, Discipline and Fitness to Practise) for principals or vice-principals must include a past or present principal or vice-principal</p> <p>Rosters may be qualified and chosen by Council, or by LGiC</p> <p>Roster members of panels are not Committee members</p> <p>Panel decisions are Committee decisions (s17)</p> <p>Council may decide about other Committees and composition, with</p>	<p>The concept of rosters is very helpful to matching needs with competencies ... however, this is partially taken away by denying roster members equality with committee members (akin to “voice but no vote”)</p> <p>S33 speaks to “providing training and orientation” to Statutory Committee roster members, but s34 (Accreditation) speaks to “expertise or experience in teacher education program evaluation or persons who are, or were, educators in a faculty or school of education.”</p> <p>This begins to move in the direction of a competencies-based approach to statutory and regulatory committee member selection (having said that, Reg 347/02 is the source for Bylaw s34)</p>

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
			<p>Minister’s prior review, and LGiC approval (s40)</p> <p><i>See below, and separate sections for the main Statutory Committees at OCT</i></p>	
		<p>Charters for Board Committees <i>[other than Audit, Governance and HR Comp: these are dealt with separately later]</i></p>	<p>The Council <i>may</i> delegate to the Executive Committee the authority to exercise any power or perform any duty of the Council other than the power to make, amend or revoke a regulation or by-law (s16)</p> <p>OCT has an Executive Committee (Statutory Committee called for in legislation), to:</p> <ul style="list-style-type: none"> • conduct College business between Council meetings; • present reports on policy initiatives to Council; • establish ad hoc committees as necessary and • appoint members to special and ad hoc committees and fill committee vacancies when they occur. 	<p>An Executive Committee will often assume substantive governance duties when it (1) exists and (2) Council is large. Narrowness and clarity on mandate is key. For example, how substantive is the “review” of committee reports and “making recommendations” on these? Does this subtract from Council’s de facto powers? Note that the Act says Council “may” delegate these powers, so presumably it may not too. Note: the responsibility to review reports going to Council has been removed from the Executive Committee.</p> <p>7 of the 9 Executive Committee members are elected from the Membership: does this</p>

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
			<p>The Executive Committee members are the chairs of the Fitness to Practise, Discipline, Registration Appeals, Investigation, Standards of Practice and Education, Finance and Accreditation Committees, as well as the Chair and Vice-Chair of Council; at least two appointed and two elected members of Council (Reg 72/97)</p> <p>If ExecComm exercises Council's powers, it must report this to next Council meeting (8.04)</p> <p>Council must make regulations on filling vacancies on Council and committees, with Minister's prior review, and LGiC approval (s40)</p> <p>Bylaw s7 deals with filling vacancies on all committees</p> <p>OCT has an Editorial Board (Special Committee: 18.05) to oversee editorial and advertising policy and consider copy for <i>Professionally</i></p>	<p>skew decision-making bias even more towards the interests of Members?</p> <p>Executive Committee has to approve Council agenda (3.07) – why?</p> <p>Some ambiguity in the line between Executive and Governance Committee when it comes to vacancies: what is the rationale for Governance to do this for Council as a whole, but Executive for Committees?</p> <p>Good</p> <p>What is the rationale for an Editorial Board at this level of governance? This would typically be a management responsibility unless there is a compelling reason.</p>

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
			<p><i>Speaking/Pour parler profession</i>, the College's official publication.</p> <p>OCT has a Quality Assurance Committee (Special Committee: 6.04) to assess the College's progress in meeting its legislated objectives and Strategic Priorities, identify opportunities to advance these, and report to Council (6.07 and website)</p> <p>OCT has a Steering Committee to:</p> <ul style="list-style-type: none"> • facilitate the movement of motions during Council meetings; • meet with the Chair, the Registrar, the Deputy Registrar and other College staff prior to most Council meetings • review the agenda, is briefed about any 	<p>What is the rationale for a special committee to assess College progress in meeting its legislated objectives? Why has this been delegated by Council, this would typically be a Council-as-a-whole responsibility?</p> <p>Website does not mention the scope to assess meeting Strategic Priorities. Seems to overlap with Governance Committee's mandate as well as full Council's</p> <p>What is the rationale for a separate Steering Committee? These are typically responsibilities of the Council (Board) Chair</p>

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
			<p>amendments or additions and reviews the motions that will be brought forward at the subsequent meeting.</p> <p>The Steering Committee consists of one appointed (vacant) and one elected member of the Executive Committee, one of whom is the Vice-Chair of Council.</p> <p>The Act establishes a Public Interest Committee, its members appointed by the Minister, not members of the College; to:</p> <ul style="list-style-type: none"> advise the Council with respect to the duty of the College and the members of the Council to serve and protect the public interest in carrying out the College's objects perform such other duties as may be prescribed by the regulations <p>(s17.1 - 2006)</p> <p>The College's Public Interest Committee was</p>	<p>The College's Public Interest Committee was dormant during our Governance Review period due to a lack of appointments of members. Once the recommendations in this report are adopted, there would not be a need for this committee.</p>

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
			<p>dormant during our Governance Review period due to a lack of appointments of members. Once the recommendations in this report are adopted, there would not be a need for this committee.</p> <p>College has a Policy for Appointment of Members to Ad Hoc Committees</p> <p>The College has Standard Procedures for Committees, etc.</p>	
		Board Chair and Committee Chairs Charters	<p>Bylaws outline core duties of Chair and Vice-Chair (4.07, 8)</p> <p>There are Committee Chair and Committee Member Role Descriptions</p>	OK, but would benefit from regularization in form and renewal
		Corporate Secretary Charter	<p>The Registrar shall serve as secretary to the Council and has all the rights of participation at meetings of the Council that a member of the Council has, other than the right to vote (s4.3)</p>	Good

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
		Board Committees: set standards for effective composition & functioning	Council may make regulations on this matter (other than Statutory Committees), with Minister's prior review, and LGiC approval (s40)	OK
<i>Accreditation and Accreditation Appeals</i>			<p>OCT has an Accreditation Committee (Regulatory O. Reg. 347/02; Bylaws 6.01) to:</p> <ul style="list-style-type: none"> review and accredit teacher education programs at Ontario faculties of education set direction for the accreditation of additional qualification courses including principal and additional qualification programs (6.02 sic) <p>and OCT has an Accreditation Appeal Committee (Regulatory Committee O. Reg. 347/02; Bylaws 6.01) to consider and rule on appeals about accreditation of teacher education programs and courses by the Accreditation Committee or Registrar (6.03 sic)</p>	Both committees are constituted with a majority of elected Council members, and must be different members on each - ok

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
			Reg 347/02 details the duties, composition, procedures, requirements, etc. for both Committees, including panels (in similar breadth to the Act for Statutory Committees, and in greater detail than Bylaw)	
Investigation	<p>CNO Statutory Committee members and chairs will be appointed by the board based on competencies required to fulfill mandates</p> <p>Statutory Committees at CNO will be composed of non-directors</p> <p>Statutory Committees at CNO will report to the board on their legislated mandates</p> <p>UK recommends that CRNBC reviews its statutory and special committee structure with a focus on how decisions are made; the value that is added by each; and whether there are more cost-effective and efficient ways of achieving the intended outcomes</p> <p>UK has two interesting suggestions for CRNBC: to share the analysis of complaints cases such as trends and themes of</p>		<p>The Council shall appoint at least seven of its members to the Investigation Committee; at least two appointed members (s25)</p> <p>No person who is a member of the Discipline or the Fitness to Practise Committee shall be a member of the Investigation Committee (s25)</p> <p>The Investigation Committee shall consider and investigate complaints regarding the conduct or actions of a member of the College, including complaints made by a member of the public; a member of the College; the Registrar; the Minister (s26)</p>	<p>The membership of the Investigation Committee is skewed towards the elected members more than any other Committee except for Executive: there are 5 of 7 committee members elected from the membership: this is where the “rubber hits the road”, complaints are dealt with, how does this not skew bias in decision-making towards the interests of the members?</p> <p>Note that Council increased the size to 9, with 3 appointed, to ensure panels could be formed with more investigations.</p>

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	cases over defined periods and case studies with bodies with similar interests; and exchanging information with other bodies with a relevant interest in relation to public protection (e.g. police, employers, other regulators)		<p>The Investigation Committee may refer a complaint to the Council or the Executive Committee to make an interim order (s26)</p> <p>If the Investigation Committee proceeds with a complaint, it may:</p> <ul style="list-style-type: none"> • direct that the matter be referred to the Discipline Committee or the Fitness to Practise Committee; • direct that it not be referred • require the person complained against to appear before the Investigation Committee to be cautioned or admonished; or • take such action as it considers appropriate in the circumstances, including issuing a caution, reminder, advice or admonishment. <p>(s26.2)</p> <p>The Registrar may refer a complaint to an</p>	Good

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			<p><i>investigation stage complaint resolution process</i> to which the College and the member have consented, if the Registrar determines that the complaint, if proven, would likely result in the member receiving a caution, a reminder, advice or admonishment; if the Investigation Committee has not yet taken action; and if the matter does not involve an allegation of sexual abuse of a student, sexual misconduct or a prohibited act involving child pornography</p> <p>(s26.1.1)</p> <p>The Investigation Committee shall use its best efforts to dispose of a complaint within 120 days after the complaint is filed</p> <p>(s26.2.1)</p> <p>In urgent cases, the Registrar has power to appoint an investigator, with the approval of Executive Committee, and shall report the results to the Executive Committee,</p>	<p>OK but better to track the effectiveness (outcomes) of this change and disclose, gaining confidence</p>

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			<p>the Investigation Committee, the Discipline Committee and/or the Fitness to Practise Committee (s36 to s39)</p> <p>OCT has an Investigation Committee (Statutory), to:</p> <ul style="list-style-type: none"> • receive and investigate complaints about College members related to professional misconduct, incompetence or incapacity • examine documents and information collected in an investigation into a member's conduct or actions • decide how to properly deal with complaints 	
<i>Discipline</i>	<p>Decision-support materials will be evidence informed and staff will provide regulatory expertise as needed (CNO statutory committees)</p> <p>UK urgently recommends that CRNBC improves its performance against complaint timeliness standards, by, for example:</p>		<p>Council shall appoint at least 11 of its members to the Discipline Committee; at least 4 being appointed members (s27)</p> <p>The Discipline Committee shall hear and determine matters directed or referred to it; and perform such other duties (s30)</p>	<p>Note that in practice, 17 people (9 elected; 8 appointed) have joint membership on Discipline and Fitness to Practise Committees, to deal with the challenge of forming panels given the small number of appointed members.</p>

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	<p>additional or reallocation of resources; Executive and Board reporting and tracking of an analysis of each stage's progression and to identify improvements; cross-functional team to identify where improvements can be made</p> <p>Overall, there was a lack of systematic evaluation of effectiveness at CRNBC of many processes and activities</p>		<p>Matters may be referred by Council, Executive Committee or Investigation Committee (s29)</p> <p>A member may be found guilty of professional misconduct by the Discipline Committee, after a hearing, if the member has been guilty, in the opinion of the Committee, of professional misconduct (s30)</p> <p>The Discipline Committee may, after a hearing, find a member to be incompetent (s30)</p> <p>The Discipline Committee may then direct the Registrar to revoke, suspend or impose terms on the member's certificate, or not (s30)</p> <p>It may also require that the member be reprimanded, admonished or counselled (and may be recorded); impose a fine; fix costs (s30)</p> <p>The Discipline Committee may refer a matter to a <i>disciplinary stage complaint resolution</i> process to which</p>	Processes and Bylaws / Regs good

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			<p>the College and the member have consented, if the Committee considers it appropriate to do so; if the matter has not yet been determined; and if the matter does not involve an allegation of sexual abuse of a student, sexual misconduct or a prohibited act involving child pornography (s30.1)</p> <p>S32 deals with hearings procedures; hearings are typically public</p> <p>S33 deals with reinstatement procedures</p> <p>Council or Executive Committee may, without a hearing, direct the Registrar to reinstate or remove a suspension of a member's certificate, except for sexual related professional misconduct (s34)</p> <p>S35 outlines the right of appeal of any party to court</p> <p>S43 outlines the requirement of employers to report</p>	<p>OK but better to track the effectiveness (outcomes) of this change and disclose, gaining confidence</p>

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			<p>S45 deals with publication requirements</p> <p>OCT has a Discipline Committee (Statutory) to:</p> <ul style="list-style-type: none"> • conduct hearings into and rule on matters of professional misconduct or incompetence • impose penalties ranging from counseling, reprimands and admonishments to suspension and revocation, as appropriate • hear applications for reinstatement of members whose teaching certificate was revoked for disciplinary reasons <p>Discipline Committee referrals, hearings, decisions and resolutions must be recorded in the Register (s23)</p> <p>Notice of hearings shall also be posted on the College's website until the hearing (s23)</p>	

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			<p>The Register will be on the College's website and available to any one; some information may be removed under specified circumstances (s23)</p> <p>The College has detailed Rules of Procedure for the Discipline and Fitness to Practise Committees</p>	<p>This is an extraordinary power granted to Council – and especially to Executive Committee – essentially bypassing the Discipline or Fitness to Practise due diligence process for reinstatement</p>
<i>Fitness to Practise</i>			<p>Council shall appoint at least five of its members to the Fitness to Practise Committee, at least 1 being an appointed member (s28)</p> <p>The Fitness to Practise Committee shall hear and determine matters directed or referred to it; and perform such other duties (s31)</p> <p>Matters may be referred by Council, Executive Committee or Investigation Committee (s29)</p> <p>The Fitness to Practise Committee may, after a hearing, find a member to be incapacitated; and direct the Register to revoke, suspend, impose terms on the member's</p>	<p>Note that in practice, 17 people (9 elected; 8 appointed) have joint membership on Discipline and Fitness to Practise Committees, to deal with the challenge of forming panels given the small number of appointed members.</p> <p>Process and Bylaws / Regs good</p>

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			<p>certificate, postpone or not impose (s31)</p> <p>S32 deals with hearings procedures</p> <p>S33 deals with reinstatement procedures</p> <p>Council or Executive Committee may, without a hearing, direct the Registrar to reinstate or remove a suspension of a member's certificate, except for sexual related professional misconduct (s34)</p> <p>S35 outlines the right of appeal of any party to court</p> <p>OCT has a Fitness to Practise Committee (Statutory), to:</p> <ul style="list-style-type: none"> • conduct hearings and rule on physical or mental capacity of members • suspend, revoke or impose terms, conditions or limitations on the member's Certificate of Qualification and Registration, as appropriate 	

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			<ul style="list-style-type: none"> hear applications for reinstatement or variances of earlier orders. <p>The College has detailed Rules of Procedure for the Discipline and Fitness to Practise Committees</p>	
Registration Appeals			<p>The Registrar shall issue a certificate of qualification and registration to a person who applies for it in accordance with the regulations and who fulfils the requirements specified (s18)</p> <p>Any decisions made with respect to an applicant are transparent to and understandable by that applicant, with due regard to his or her individual circumstances (s17.2)</p> <p>An applicant refused, or with terms imposed, may request a review by the Registration Appeals Committee (s20)</p> <p>S35 outlines the right of appeal of any party to court</p>	Good

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			<p>OCT has a Registration Appeals Committee (Statutory), to:</p> <ul style="list-style-type: none"> consider and rule on appeals from applicants denied College membership or College members who are certified with terms, conditions and limitations assess applicant qualifications against College registration criteria may deny applications or direct the Registrar to issue a Certificate of Qualification and Registration. 	
<i>Standards of Practice and Education</i>			<p>OCT has a Standards of Practice and Education Committee (Standing Committee: Bylaws 5.01) to:</p> <ul style="list-style-type: none"> advise Council on developing, reviewing and implementing ethical and practice standards and a professional learning framework to maintain the standards (5.03 sic) 	Five of nine Committee members are elected Council members, which in this case makes sense due to the nature of the work of this Committee

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			<ul style="list-style-type: none"> review staff research and policy proposals, and make recommendations to Council participate in public and member-focused consultations on the standards and policy proposals 	
<p>Board oversight: composition and competence:</p> <p>The Board should appoint a Nominating [or Corporate Governance] Committee composed entirely of independent directors.</p> <p>The Nominating Committee should have a written charter that clearly establishes the committee's purpose, responsibilities, member qualifications, member appointment and removal, structure and operations.</p> <p>If a corporation is legally required by contract or otherwise to provide third</p>	<p>CNO adopted the recommendation to move to a smaller governing Board of 12, with equal numbers, 6 public and 6 nurses</p> <p>CNO's new governance model calls for directors (board members) and committee members to have the competencies needed to fulfill their roles</p> <p>In order to facilitate effective governance with a smaller Board and competencies-based selection, CNO may establish advisory groups of consumers, nurses from different practice sectors, other professions, etc. to bring different perspectives.</p>	<p>Governance (or Governance & Nominating) Committee Charter</p>	<p>OCT has a Governance Committee (6.04) to:</p> <ul style="list-style-type: none"> oversee Council member elections, compile nominations for Chair & Vice-Chair, recommend Committee and Committee Chair selections, and vacant elected positions on Council, facilitate Council transition and orientations committee structures, etc. Council recruitment strategies for both elected and appointed members 	<p>Good to have this Committee, not sure why it isn't a Standing Committee.</p> <p>Chair and Vice Chair are currently both appointed Members, but 4 of 7 Committee members are elected Members (non-independent)</p>

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<p>parties with the right to nominate directors, the selection and nomination of those directors need not involve the approval of an independent nominating committee.</p> <p>Prior to nominating or appointing individuals as directors, the Board should adopt a process involving the following steps:</p> <p>(a) What competencies and skills the board, as a whole, should possess.</p> <p>(b) Assess what competencies and skills each existing director possesses.</p> <p>The board should also consider the appropriate size of the board, with a view to facilitating effective decision-making.</p> <p>The board should focus on its diversity (FRC – 2018)</p> <p>The nominating committee should be responsible for identifying individuals</p>	<p>CNO concluded that appointment rather than election of board members supports diversity. Elections by region do not guarantee that the unique needs of remote and rural patients (for example) are considered.</p> <p>An appointments process supports succession planning; an election process does not (CNO.)</p> <p>At CNO, fewer than 15% of members vote in the Council election. While 10 to 20 candidates stand for election each year, over 100 usually volunteer to serve on a statutory committee.</p> <p>CNO identified the literature theme that electing professional members in regulatory boards sets up a conflict of expectations, between a representational role and serving the public.²³</p> <p>All members should come onto the board the same way, building mutual respect as each has met the same expectations: public members should be appointed</p>	<p>Board Qualifications, Nominations and Elections Policy</p>	<ul style="list-style-type: none"> • Succession planning for Council members and Chair • Risk assessments • Governance audits • Assist in establishing strategy (MVGOP) • Annual Council evaluation, education and professional development • Annual Chair evaluation <p>(6.05)</p> <p>(sic: website) to provide guidance on issues of governance and risk management; to ensure that Council and College function in accordance with legislation, regulations and bylaws</p> <p>OCT is governed by a 37 person Council (board): 23 people are elected very three years from the Membership (seats assigned by region, language, profession) and 14 people appointed from</p>	<p>A 37 person governing body is unwieldy: it is practically challenging to solve complex problems or engage in constructive dialogue with a group of this size, so the substance</p>

²³ See “Trends in Regulatory Governance”, and Richard Steinecke, “Will the Real Public Interest Please Stand Up.”

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<p>qualified to become new board members and recommending to the board the new director nominees for the next annual meeting of shareholders.</p> <p>(58-201)</p> <p>The Board should ensure that all new directors receive a comprehensive orientation:</p> <ul style="list-style-type: none"> understand the role of the board and its committees, the contribution and time commitment individual directors are expected to make understand the nature and operation of the corporation's business. <p>The Board should provide continuing education opportunities for all directors.</p> <p>(58-201)</p> <p>Board Roles:</p> <ul style="list-style-type: none"> Approve policy governing the election 	<p>based on competencies as well as members of the profession (CNO)</p> <p>CNO recommends a pre-orientation “boot camp” for people interested in serving on the board or committees.</p> <p>After initially recommending a combined committee, CNO is moving to a separate Nominating Committee (with directors and non) and Governance Committee (directors only) with a separation of roles</p> <p>The Chair and Vice-Chair will have the leadership competencies identified by the board, selection recommended by the Governance Committee (CNO)</p> <p>Ongoing development and continuous learning will be part of CNO's board culture</p> <p>The board and statutory committees' roles, responsibilities, etc. will be clearly stated and differentiated (CNO): the board approves (sets) policies, statutory committees apply them, with a separation between these two functions</p>		<p>the public by the Ontario Government (LGIC)</p> <p>(s4)</p> <p>No term of a Council member shall exceed three years, except as permitted by regulation</p> <p>(s5)</p> <p>Council may make regulations on this matter, with Minister's prior review, and LGIC approval (s40)</p>	<p>of governance usually defaults to committees</p> <p>Three year non-staggered term is problematic, forcing a wholesale upheaval and capacity gaps</p>
		Board Succession Plan including emergency succession protocol or process		Largely n/a with elections
		Board Competency Matrix with Gap analysis of actual attributes to desired attributes		Largely n/a with elections
		Board Diversity Plan / Strategy with targets, rationale	Currently 21 Council members are female and 10 are male (there were both elected and appointed vacancies at the time)	<p>Good gender mix</p> <p>No Board Diversity Strategy: the elected nature of the majority of board members can be a barrier to this</p>

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<p>process and a profile of qualifications</p> <ul style="list-style-type: none"> • Elects or appoints chair annually • Appoints Committee Chairs • Appoints officers <p>Terms, Selection and Tenure of Directors:</p> <p>Boards should focus on effective board refreshment, diversity, length of service, and “over-boarding” to achieve optimal levels of independence and constructive challenge (FRC – 2018)</p> <p>Best practice is 3 year staggered terms with no term limit, or a term limit of 2 or 3 terms [1 year terms in private sector are common due to activist shareholders]</p> <p>FRC requires “comply or explain” disclosure for directors serving more than nine years; CSA requires disclosure of director term limits or their absence</p>	<p>At CNO, directors and Committee members will have 3 year terms with a two term maximum;</p> <p>CNO Chairs (Board, Committees) a 1 year term with a 1 year renewal and another 1 year extension past six years on the board</p> <p>LSO is considering a smaller board size of 30, 40 or 53 (currently 90) with a large majority elected, and a mix of appointed members by government and LSO</p> <p>LSO is looking at a two year term or ladder for Officers (Treasurer – VP – President – Past; or 2 VP’s – President)</p> <p>LSO is looking at a three or four year term for benchers, with an eight or nine year term limit (currently 12 years)</p> <p>LSO is looking at changing old terminology “bencher”, “Convocation”, “Treasurer” rooted in tradition but unknown outside the profession</p> <p>UK feels there is merit in CRNBC moving to Board members being</p>	<p>Board Member Recruitment, Selection & Appointments</p> <p>Board Chair Recruitment, Selection & Appointments</p>	<p>Council members may be disqualified as outlined in Reg 72/97</p> <p>Executive Committee hears complaints about members of Council</p> <p>Council may make bylaws on Officers (s41)</p> <p>Officers in Bylaws are Chair, Vice-Chair, Registrar and Deputy Registrar, and such others determined (4.01)</p> <p>Council shall, at the first meeting following an election, elect a Chair and Vice-Chair to hold office until the first meeting following the election of the next Council (4.02)</p>	<p>Good</p> <p>OK, although the designation of the Deputy Registrar as a College Officer may contribute to confusion over to whom this position is accountable.</p> <p>The timing of electing the Chair (and Vice) is problematic as new Council members have no time to form an informed view of choices.</p> <p>The three year term of both hard-wires the approach to a three-year fixed Council and therefore governance term and period – which has both pros and cons. A significant con is a continuity break and a long learning curve for the newly constituted body and</p>

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<p>[implying their utility as a tool] (FRC – 2018; 58-101)</p> <p>Board selects Chair from among their number [Chair is leader of the Board, not representative of shareholder(s)]. The Board Chair is generally not the Chair of the Governance Committee nor a member of the Audit Committee (up to organization to assess situation.)</p>	<p>appointed against a set of competencies; e.g. financial skills are lacking as evidenced by few questions on investment strategy, financial position and financial strategy, most from public members</p> <p>UK recommends role clarity of a CRNBC board member, including induction processes</p> <p>UK recommends an increase in public representatives on the CRNBC Board and statutory committees to 50%</p>			new members – this affects Statutory Committees even more than Council itself.
		Committee Chairs Recruitment, Selection & Appointments	<p>Standing Committee Chairs are appointed by Council from Committee members (5.04)</p> <p>Standing Committees select their Vice-Chairs from among their members (5.05)</p> <p>Similarly Regulatory and Special Committees (6.10, 11)</p>	Chairs' selection process too rushed and politicized
		Committee Members Recruitment, Selection & Appointments	<p>Council may make decisions, bylaws and regulations on this matter (regs with Minister's prior review, and LGiC approval) (s40-41)</p> <p>Standing Committee members are appointed by Council, with terms until the first meeting of next Council (5.02, 3, 14)</p> <p>Regulatory and Special Committees similarly (s6 Bylaws)</p> <p>Committee members may be disqualified, and how vacancies are filled (Bylaws</p>	The three year term is consistent with the fixed term of Councils and therefore fixes governance cycles (pros and cons)

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			s7, which is consistent with Reg 72/97 re: Council members)	
		Advisory Committees Recruitment, Selection & Appointments (reporting to Board or management?)	Ad hoc Committees may be established (Bylaws s6)	OK
		New Board and Committee member orientation and organization specific training	Governance Committee responsibility (s5)	OK
		Ongoing education and development plan/policy for Board and Committee members	Governance Committee responsibility (s5) The College has a Professional Development Policy which allocates \$2,520 to each Council member for external PD each three year term	OK Council member PD is self-directed vs. being driven by a competencies profile to build capacity and fill gaps in identified areas – this would be much more effective. Also the amount is low for a regulatory College with this level of public responsibility
		Director term limits: consideration?	A person may be a Council member for more than one term but no person may be a Council member for more than seven consecutive years	OK

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<p>Board oversight: independence:</p> <p>Independence is defined as having no direct or indirect material relationship with the corporation; a "material relationship" is a relationship which could, in the view of the corporation's board of directors, be reasonably expected to interfere with the exercise of a member's independent judgement. (52-110)</p> <p>The Board should have a majority of independent directors. The independent directors should hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. (58-201)</p> <p>The chair of the board should be an independent director. Where this is not appropriate, an independent director should be appointed to act as "lead director". However,</p>		<p>Organization definition of independence and determination of degree of independence for board members, committee members, chairs –and how to deal with situations with non-independent directors</p>	<p>(s5)</p> <p>By structural design, the 23 elected Members of Council are not independent from the Membership, they are designed to represent or at least voice their interests.</p> <p>The 14 appointed Public members of Council are essentially independent, especially since a recent practice to disallow educators to qualify.</p>	<p>OCT's Council has a majority of non-independent members, which risks decisions being made in the interests of Members; this is exacerbated by populating Chairs (all but 4) and the majority of Committees and Panels (2:1) by these same people. Members control Council, Chairs and Committees and are seen to.</p>

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<p>either an independent chair or an independent lead director should act as the effective leader of the board and ensure that the board's agenda will enable it to successfully carry out its duties. (58-201)</p> <p>There are detailed specific independence tests for Board (58-201) and Audit Committee members (e.g. Chair and Vice-Chair are considered “Executive Officers” and are therefore deemed to be <i>not</i> independent for Audit Committee) (52-110)</p> <p>Board Role:</p> <p>Define what independence means and what levels are sought on Board and Committees (if any)</p>				
<p>Board and Committee Meetings:</p> <p>Board meeting frequency strikes a balance between too infrequent/unengaged and too frequent/over-engaged: leading practice is to base meeting frequency on mandate and work plan</p>		Board and Committee calendars and work plans	The Public Interest Committee shall develop a work plan identifying its priorities and its proposed projects and activities for each period between elections of council members (Reg 72/97)	This would be a helpful practice for the Council and all Committees to develop and follow similar work plans

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<p>(e.g. 4-6 meetings of board/year) [4 quarterly business meetings and 2 special sessions – 1 strategy, 1 governance, evaluation and education - is recommended]</p> <p>Committee meeting frequency and rhythm should enable accomplishment of mandate and work plan, delegated diligence work of the board and reporting back to board</p> <p>Best practice is for decisions to be made by consensus, and protocols can be developed and agreed on by all Board members dealing with this expectation and process</p>			The Quality Assurance Committee has a work plan that maps its responsibilities to its meetings, looking three years out	Good
		Board and Committee Meetings: who can call, notice, quorum, who is entitled to attend, ex-officio and non-voting members, provision for emergency sessions of the Board	<p>The Council shall meet at least four times a year (s8; Bylaws 3.01)</p> <p>Council may make regulations on quorum, with Minister's prior review, and LGIC approval (s40)</p> <p>Nineteen members of the Council, at least five of whom shall be persons appointed to the Council constitute a quorum of the Council (Reg 72/97)</p> <p>Council may make bylaws on Council and Members' meetings, including participating by telecom (s41)</p> <p>The meetings of the Council shall be open to the public and reasonable notice shall be given to the members of the College and to the public [with</p>	<p>The combination of a large Council meeting only quarterly essentially forces substantive governance strategy and monitoring work into committees (as well as staff)</p> <p>While public meetings are well-intended, they tend to stifle constructive dialogue and instead lead to speechifying and politically motivated debate</p>

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			<p>specified exceptions permitted] (s8)</p> <p>Any 12 Council members may call a special meeting of Council (3.04)</p> <p>3.06 delineates what Council meetings may deal with.</p> <p>The Chair, with the concurrence of Vice-Chair and approval of Council, may select a Presiding Officer to conduct meetings (3.08)</p> <p>Standing Committee quorum must include at least one appointed Council member (5.06)</p> <p>Similarly Regulatory and Special Committees (s6)</p>	<p>Delineating what Council may deal with at meetings is overly prescriptive (i.e. unnecessary) for a Bylaw, but is reasonable in terms of what it covers</p> <p>The practice of having a Presiding Officer conduct meetings “and ensure the rules of debate are observed” is a double-edged sword. It brings order but stifles dialogue and cross-table building. It also usurps the role of the Chair, leaving this position vaguely disjointed.</p>

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
		Director Voting Protocol including electronic (remote) voting	Council meetings may take place by teleconference, or members may participate this way, in both cases at call of Chair (3.05) Standing Committees may meet electronically as well (5.11) Similarly Regulatory and Special Committees (s6)	OK
		In Camera & Executive Sessions Policy or Protocol	In Camera sessions procedures are outlined in the Standard Procedures of Council & ExComm, also of Committees	In Camera sessions are abused – e.g. June 2018 Council meeting, Governance Committee meeting same month – essentially to facilitate caucuses without staff
Board and Committee Agendas: Board and Committee agendas are clear, with sufficient time to deal with material issues Board and Committee agendas reflect charter/ mandate/ work plan responsibilities Board and Committee agendas differentiate		Board and Committee agendas	Reviewed Council agendas for 2016 and 2017	OK

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
<p>among decision, discussion and information items</p> <p>Board agendas include a consent agenda to deal with routine or non-controversial items</p>				
<p>CEO and Human Resources Oversight:</p> <p>The Board, together with the CEO, should develop a clear position description for the CEO, which includes delineating management's responsibilities. The board should also develop or approve the corporate goals and objectives that the CEO is responsible for meeting. (58-201)</p> <p>The Board should appoint a Compensation (Human Resources) Committee composed entirely of independent directors.</p> <p>The Compensation (Human Resources) Committee should have a written charter that establishes the committee's purpose,</p>		<p>Human Resources (or HR & Compensation) Committee Charter</p>	<p>OCT has a Human Resources Committee (Special Committee: 6.04) to:</p> <ul style="list-style-type: none"> • monitor Salary Administration Program annually • advise Council on the process for hiring the Registrar and Deputy Registrar • provide ongoing advice to the Registrar and Council on HR policies and programs <p>(6.06 & website)</p>	<p>Having a HR Committee is a good idea, not sure why it isn't a Standing Committee.</p> <p>HRC Chair is an appointed Member, which is a good step in terms of independence; still, 3 of 5 members are elected Members of Council.</p> <p>Some ambiguity in the "line" between governance and management:</p> <p>"salary administration" is too broad;</p> <p>"Deputy Registrar": does this position report to the Council or to the Registrar? should be the Registrar unless there is a compelling reason to treat as a Head of Oversight Function, in which case it would still just be dotted/dual line</p>

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
<p>responsibilities, member qualifications, member appointment and removal, structure and operations.</p> <p>The Compensation (Human Resources) committee should be responsible for:</p> <p>(a) corporate goals and objectives relevant to CEO compensation, evaluating the CEO's performance, and making recommendations to the board on the CEO's compensation level based on this evaluation;</p> <p>(b) making recommendations to the board with respect to non-CEO officer and director compensation, incentive-compensation plans and equity-based plans; and</p> <p>(c) reviewing executive compensation disclosure before the issuer publicly discloses this information.</p> <p>(58-201)</p> <p>FRC says Remuneration Committee Chair should have served on a remuneration committee</p>		Recruitment, Selection and Appointment of CEO	<p>The Council shall appoint one of its employees as the Registrar and may appoint one or more deputy registrars who shall have the powers of the Registrar for the purposes of this Act.</p> <p>The Registrar shall be the chief executive officer of the College.</p> <p>(s9)</p> <p>The Registrar's core duties are outlined in Bylaw 4.09, including carrying out the day-to-day business of the College including management of the hiring of staff, acquiring goods and services, and promoting College objectives, subject to any limits imposed by the Act, regulations, the bylaws and Council resolutions</p>	<p>OK</p> <p>OK as a high level summary, although obviously not a complete list of CEO responsibilities, the people and procurement items are important and helpful underlines of the delineation between operations and oversight responsibilities</p>
		Recruitment, Selection and Appointment of CFO		Deputy Registrar is COO so equivalent: some ambiguity on lines
		Recruitment, Selection and Appointment of Heads of Oversight Functions (e.g. CAE, CRO, CCO, Corporate		Not done, largely n/a but would be a useful Audit &

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
<p>for at least 12 months (FRC – 2018)</p> <p>Board Roles:</p> <ul style="list-style-type: none"> Recruits and monitors CEO (with the HR & Compensation Committee) Approves CEO performance objectives and performance management plan (HR & Compensation Committee reviews and recommends) Approves CEO Delegation of Authority (approval and reporting levels) and extent CEO may delegate further (in consultation with Audit & Finance Committee) Approves CEO Compensation (HR & Compensation Committee recommends) Approves the CEO succession plan (HR & Compensation reviews and recommends) <p>Beyond the CEO:</p>		Secretary and/or Chief Legal Counsel: dual accountabilities)		Finance Committee discussion items
		Recruitment, Selection and Appointment of Other Executives (VP's, CEO's direct reports)		n/a
		Organizational Design: org chart, structure & approval of positions		n/a
		Succession plan for CEO		Not seen
		Succession plan for Senior Management		Not seen
		Recruitment policy for Senior management and staff		Not seen
		CEO training and development		Not seen
		CEO Charter (Position Description)		Not a direct Registrar Charter
		Allocation of roles, responsibilities of staff, except CEO		n/a

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
<ul style="list-style-type: none"> • Board is responsible to gain reasonable assurance in a healthy corporate culture, so needs to equip itself with tools for this, e.g. employee engagement, workforce policies and practice which reinforce this (FRC – 2018) • Reviews the management succession plan (beyond the CEO) to satisfy itself a process is in place (HR & Compensation Committee reviews and recommends, management develops and implements) • Approves executive officer compensation, and employee benefits including incentive award plans • Satisfies itself that executive compensation is linked appropriately to corporate performance • HR & Compensation Committee reviews and recommends incentive 				

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
<p>plan and payouts (Management develops incentive plan and payouts)</p> <ul style="list-style-type: none"> • CEO approves compensation of all other staff • Management recruits and monitors all staff (Internal Control & Governance Officers, e.g. CFO, Corporate Secretary, etc., at times in consultation with the Board or a Board Committee) <p>CEO delegates authority (approval and reporting levels) of VP's and other staff (consistent with Board delegation to CEO)</p> <p>OSFI usefully distinguishes "Heads of Oversight Functions" who have governance, risk and compliance roles and therefore have dotted line accountability to the Board and/or a Committee (e.g. CFO, CRO, CAE, Legal, CCO) (OSFI)</p>				

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
<p>Delegations of Authority:</p> <p>Approval and reporting levels of authority are delineated/ delegated clearly in writing for the CEO, Committees and other levels of senior leadership</p> <p>Board and Committee responsibilities respect a “bright line” between governance and management and do not overlap with management responsibilities:</p> <ul style="list-style-type: none"> Boards ensure oversight and supervise management – they do not manage Committees generally undertake significant diligence work, review and recommend policies and strategies on behalf of the Board, but stop short of having delegated decision-making authority (with occasional exceptions, e.g. Audit Committee) 		Delegation of Authorities	Bylaws s9 outline signing authorities and delegation of same for documents: gives Registrar ability to specify employees (beyond officers) to sign for routine purchases (9.03)	While not atypical, Bylaw would benefit from being less prescriptive and constraining, and more enabling, with a policy-level Delegation from the Council to Registrar and then permitting delegation beyond
		Management policies on sensitive matters (clarity)		Not seen
		Investment Policy	<p>OCT Finance Committee reviews and decides disposition of College investments</p> <p>College may invest surplus funds in accordance with Council guidelines, or in absence of these, in bankers acceptances or equivalent (10.04)</p> <p>The College has an Investment Policy including a Statement of Investment Policies and Guidelines, permitting AA Government and Bankers’ investments with limits in amount and term (dd 2004)</p>	Good

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
<p>approving financial disclosures during period)</p> <p>Board's Role:</p> <p>Approve Board-level policies related to financial and operational stewardship, including delegations of authority, procurement Policy (Audit & Finance Committee reviews and recommends, management develops and implements)</p>		Procurement Policy		Not explicit in board-level policy
		Capital Expenditures, capital projects not in, or exceeding, budget		Ditto but may be n/a
		Management of Capital Projects (e.g. payments, change orders)		ditto
		Execution of Legal Documents, contracts, leases		Ditto
		Litigation: initiation and settlement		Ditto
		Write-offs and Credit Notes		Ditto
		Borrowing and incurring new debt, retiring and renewing debt	<p>Council may make bylaws on this matter (s41)</p> <p>College may borrow, must be approved by Council (10.07)</p>	Good
		Executives and Employees Travel and Expense Policy		Not seen
		CEO expense claims		Not seen

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		Executives' (VPs) expense claims		Not seen
		Employee expense claims		n/a
Stewardship, Performance Monitoring and Risk Direction: What obstacles and opportunities might we face along the way? Core tools: Risk appetite and tolerances, ERM, Risk assessment and Maps				
<p>Risk oversight: mandate and responsibilities:</p> <p>The Board should adopt a written mandate in which it explicitly acknowledges responsibility for a strategic plan which takes into account, among other things, the opportunities and risks of the business; and, the identification of the principal risks of the corporation's business, and ensuring the implementation of appropriate systems to manage these risks. (58-201)</p> <p>The Board is responsible to set the organization's risk tolerances and appetite, and to satisfy itself that the risk management system is effective in achieving these, in all areas of risk, strategic,</p>	<p>UK evaluates CRNBC as having an effective process for identifying, assessing, escalating and managing risk, and this is communicated and reviewed on a regular basis by the Executive and Board</p>	Strategic risks identification and assessment	At OCT, the Governance Committee is responsible to provide guidance on risk management	Should be Council as a whole
		Determination of risk tolerances and appetite (e.g. tolerances in strategic performance targets; Risk Appetite Framework or Statement)		Not seen
		Robust assessment of risks to ability to deliver strategy, and management and mitigation of those risks		Ditto
		Board and organizational capacity: risk culture, healthy dialogue, gaps in board assurance		Ditto
		Scope of insurance policy coverage limits	Bylaws s15 deals with College property, insurance, assets	OK

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<p>leadership and cyclical, not just financial and operational.</p> <p>(CPA)</p> <p>The board should approve and oversee a Risk Appetite Framework (OSFI)</p> <p>The board must determine its willingness to take on risk, and the desired risk culture within the company;</p> <p>The ability of the board to understand and address the risks facing the company is itself a major risk factor. The board needs to ensure that informed debate is possible and constructive challenge encouraged, and to keep under review the effectiveness of its decision-making processes.</p> <p>(FRC)</p>		Policies for the protection of assets, resources & investments, including asset maintenance and integrity policies/ programs: e.g. security, data integrity & business continuity		Not seen beyond above
		Corporate Risk Management Policies		Not seen
		Leveraging emerging technologies		n/a
		Sufficiency and alignment of information with organization's strategy and objectives		n/a
		Risk Oversight, IT System Security and Policies		Not seen
		Major systems implementation, conversion or outsourcing initiatives		n/a
		Privacy and other information security Exposures		n/a
		Business recovery and continuity		n/a

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
		Information Security including Cyber Security		Not seen
		Internal control system: establish, maintain, assess effectiveness		With external audit
Resource Direction: How will we resource our efforts? Core Tools: Budget, Annual Financial and Operating Plans				
<p>Board oversight: mandate and responsibilities:</p> <p>The Board should adopt a written mandate in which it explicitly acknowledges responsibility for ... the corporation's management information systems.</p> <p>Operating Plans and Budgets:</p> <p>Board approves annual capital and operating budgets and operational plans (management develops and Audit & Finance Committee reviews and recommends)</p>		Operating Budget	<p>OCT Finance Committee reviews and makes recommendations about College budget (5.02)</p> <p>S58 of the Act outlines a new funding program for therapy and counselling</p> <p>Bylaw s21, 22, 23 deals with annual membership (\$150) and other fees</p>	<p>OK</p> <p>Over 81,000 members are suspended due to non-payment of fees – is Council providing oversight to this? Is this a problem for cash flow or are these people who should be removed as members (retired, not interested?)</p> <p>Council and Committee line item cost in 2017 is \$630k or 1.6% of total College budget – seems comparatively reasonable</p>

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
				for numbers (composition and meetings)
		Capital Budget	(see above)	n/a
		Other Business and Operating Plans: e.g. HR, Marketing, IT, Facilities		Not seen
		Projections: e.g. cash flow, debt, finance		OK
Subsidiary Governance: While there is a spectrum of leading practice regarding subsidiary governance, the defining principle is “line of sight” of governance, including direction and control, from the parent to the subsidiaries (directly and indirectly held) – especially the audit and control functions		Subsidiary Governance Structure (organizational design, governance and accountability) and Policies	Bylaws s37 establishes the <i>Ontario College of Teachers Foundation</i> , to award scholarships, bursaries and prizes to assist in the education of teachers or persons wishing to become teachers; governed by a Board: Registrar and the members of the OCT Executive Committee; Deputy Registrar is its Executive Director	OK

Control

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
Monitoring, Performance and Risk Control: How do we measure up and how well have we mitigated our risks and acted on our opportunities? Core Tools: Performance Reporting, Dashboard or Scorecard (Quarterly); Performance Indicators (KPI's), Internal Audit and Risk Reports				
Corporate Performance Management: Review, monitor and approve key performance indicators (Audit & Finance Committee assesses financial performance against key performance indicators; management identifies key performance indicators, monitors performance, and reports to the board on key performance indicators) Board Level Performance Scorecard: Approve the scorecard including metrics and measures (management prepares and reports on the scorecard) Board and Committee Pre-reading and Meeting Materials: Minutes and other information should be available a reasonable time prior to board meetings for individual directors to have time		Performance Reporting (quarterly?) Dashboard/ Balanced scorecard: Corporate performance results	(See Registrar's Reports in Strategic Planning section earlier)	See comments in Strategy section
		Quarterly performance management reports: financials, forecast and BSC		Ditto
		Achieving the corporate purposes (performance results): obtain benchmarked info against targets & peers; Dimensions:		Ditto
		Public Purpose		Ditto
		Customer and community		Ditto
		Financial and Accountability		Ditto
		Innovation and Growth		Ditto

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<p>to review and prepare [5 business days]</p> <p>Board materials are clear, reflecting material issues, aligned to strategy & priorities</p> <p>Board materials, including management reports and presentations, are clear, concise, understandable and useful</p>		<p>Review variances: compliance & management of risks; ERM monitoring: variances from risk tolerances and actual performance metrics</p>		Ditto
People and Policy Control: How well did the Board and CEO Perform? Core Tools: Evaluations, CEO, Board, Committee, Chairs, Individuals, Policy Compliance				
<p>Board Evaluation:</p> <p>The Board, its Committees and each individual director should be regularly assessed regarding his, her or its effectiveness and contribution. An assessment should consider:</p> <p>(a) mandate or charter, and</p> <p>(b) for an individual director, position description(s), competencies and skills.</p> <p>(58-201)</p> <p>Performance evaluations of board and committee chairs is leading</p>	<p>CNO: an evaluation of governance effectiveness by an external expert every 3 years; with ongoing meeting, self-evaluation, peer feedback and board evaluation to support continuous improvement</p>	<p>Board Evaluation & Governance effectiveness: external evaluator in direct contact with Board and Directors</p>	<p>Council conducts post-meeting surveys and debriefs on these from time-to-time</p>	<p>There are no internally or externally conducted formal annual evaluations of the effectiveness of Council, Committees, Chair, Committee Chairs or Council and Committee Members</p>
		<p>Setting of corporate goals and objectives used in HR</p>		<p>See comments in Strategy section</p>
		<p>CEO Annual objectives</p>		<p>Would benefit from more explicit alignment with mandate and strategic priorities</p>

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
<p>practice, not just of the board and committees, since their performance is pivotal to success (and they report on behalf of all members). Board should approve process of evaluation (Governance & Nominating Committee recommends, evaluates and reports annually on board, committees, members, board chair, committee chairs and individual directors)</p> <p>The FRC stresses high quality external evaluations, emphasizing the importance of the evaluator's direct contact with the board and individual directors (FRC – 2018)</p> <p>CEO Evaluation:</p> <p>The Compensation (Human Resources) Committee should be responsible for ... evaluating the CEO's performance in light of those corporate goals and objectives, and determining (or making recommendations to the board with respect to) the CEO's compensation level based on this evaluation. (58-201)</p> <p>Board should approve assessment annually (HR & Compensation Committee develops criteria and</p>		CEO Annual evaluation	This is completed annually by HR Committee and Chair per minutes – but not seen	Ditto
		CEO Compensation Salary, Benefits, Perqs, Pension, Incentive Comp		Not seen
		Executives' Annual objectives		Not seen
		Executives' performance evaluations		Not seen
		Executives' Compensation		Not seen
		Employee Salary ranges and Overall annual % increase		Not seen
		Employees Performance Evaluation and Compensation including incentives		Not seen
		Board Directors Compensation: Retainers and meeting fees	<p>Council may make bylaws on this matter (s41) [except for:]</p> <p>Council members appointed by LGiC shall be paid, by the Minister, such expenses and remuneration as LGiC</p>	OK

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
process with CEO, and prepares and evaluates annually) Evaluation Beyond the CEO: CEO ensures the evaluation of the performance of all levels of employees below the CEO [see earlier for dual accountability Internal Control & Governance Officers, for those aspects of their performance, Board/Committee may contribute to their performance evaluation]			determines (s4.4) Council, Statutory Committee and panel members will be granted a paid leave of absence by their employer when conducting business during work hours; and the College will reimburse the employer for the salary of a temporary replacement (s46)	
		Compensation plan periodic review & benchmarking: executives and employees		Not seen
		HR policies: e.g., leaves & non-cash remuneration programs		Not seen
Resource Control: How are we doing compared to budget? Core Tools: Interim (Quarterly) financial statements and reporting				
Financial oversight: Audit Committee: Members: Audit Committees must be composed of a minimum of three members, who <ul style="list-style-type: none">• must be directors.• must be independent.		Audit (or Audit & Finance) Committee Charter	OCT has a Finance Committee to advise Council on College finances and to function as an Audit Committee Finance Committee is established as a Standing Committee by Bylaw (5.01)	This is a standing committee (good), probably should be named Audit & Finance to align with its mandate, and the fact that audit, not finance, is its true priority in governance This Committee is chaired by, and has a majority of, elected (non-independent) Members:

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<ul style="list-style-type: none"> must be financially literate (or become so in a reasonable period of time) (= the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues comparable to issues raised by the corporation's financial statements). (52-110; SEC; NYSE) <p>Audit Committees must:</p> <p>(1) have a written charter that sets out its mandate and responsibilities.</p> <p>(2) recommend to the board of directors:</p> <p>(a) the external auditor; and</p> <p>(b) the compensation of the external auditor.</p> <p>(3) be directly responsible for overseeing the work of the external auditor, including the resolution of disagreements between management and the auditor.</p>			Responsibilities outlined in Bylaw include monitor and report to Council on the financial activities of the College and recommend to Council an annual budget, the appointment of an auditor and the annual audited financial statements; shall also act as the Audit Committee of the College for the purposes of reviewing the annual audit scope, audit fees and audit findings (5.02)	Chair and composition should be competency-based, since there is no way of knowing how many financially experienced members will be elected (or appointed) to Council.
		Interim (quarterly?) Financial Statements		OK
		Selection of External Auditor and setting scope of Audit	<p>OCT Finance Committee recommends appointment of College auditor and scope, fees (5.02)</p> <p>Council may make bylaws on this matter (s41)</p> <p>Bylaws s11 deals with Audit: Council may remove auditor (2/3 vote), appoints (majority)</p>	Good: selection is at the right place
		External Audit plans: management of issues and develop review plans	Finance Committee reviews annual audit scope and fees (5.02) which presumably encompasses issues and plan	OK

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
<p>(4) pre-approve all non-audit services to be provided by the corporation's external auditor.</p> <p>(5) review the corporation's financial statements, MD&A and annual and interim earnings press releases before public disclosure.</p> <p>(6) be satisfied that adequate procedures are in place for the review of extracted or derived public disclosures of financial information.</p> <p>(7) establish procedures for:</p> <p>(a) the receipt, retention and treatment of relevant complaints; and</p> <p>(b) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.</p> <p>(8) review and approve hiring policies re: partners and employees of the auditors. ["Cooling off " period in hiring employees from Auditor's firm (e.g. 3 years: SOX)].</p> <p>(9) have the authority</p>		Accounting principles, policies, practices, estimates and judgments, IFRS, GAAP		OK
		External audit reports, findings, management responses, follow-up	Finance Committee reviews audit findings (5.02)	OK
		External audit effectiveness and independence – rotation policy?		OK
		Approval of non-audit services		Not seen
		Setting role/function for Internal Audit		Not in place
		Internal Audit plans: management of issues and develop review plans		Ditto
		Internal Audit resources, capacity, independence		Ditto
		Internal Audit reports, findings and management responses, follow-up		Ditto

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
<p>(a) to engage independent counsel and other advisors,</p> <p>(b) to set and pay their compensation and</p> <p>(c) to communicate directly with the internal and external Auditors.</p> <p>(52-110)</p> <p>Audit Committee should review and approve all related party transactions (Nasdaq); and;</p> <p>Review changes in accounting policies and discuss quality and acceptability of accounting practices with auditor.</p> <p>Board approves (Audit and Finance Committee reviews and recommends) financial statements and MD&A; management prepares (51-102)</p> <p>Internal Audit:</p> <p>Audit Committee:</p> <p>Review and approve Internal Audit charter/mandate, scope,</p>		<p>Assess Internal Audit Performance</p> <p>Integrity Assurance (“Whistleblower”) Policy / Protocol</p>		<p>Ditto</p> <p>Not seen</p>

<p>capacity and resources, independence</p> <p>Review and follow-up findings and recommendations of Internal Auditor, including on adequacy of risk management and control frameworks and systems</p> <p>Executive (in camera) sessions with each of internal and external auditor, CFO, and if in place, CRO and CCO.</p>				
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How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
Reporting, Strategy Control: Where are we compared to where we said we would be? Core Tools: Annual Report, Audited Financial Statements and Governance Narratives (MD&A)				
<p>Annual Reports:</p> <p>Annual reports and periodic public disclosures are transparent and meet high standards of disclosure:</p> <p>The annual report contains sufficient information - both in terms of quality and quantity - regarding the corporate plan, strategic direction, mission/vision, products/services and outlook of the corporation:</p> <ul style="list-style-type: none"> goals and objectives are significant and consistent with the mandate changes in goals, objectives and/or direction have been highlighted and explained (TSX) <p>The annual report provides the corporate results (overall performance of the corporation, financial and operational) in relation to goals and objectives</p>		<p>External communication of corporate performance results including: Annual Report with audited financial statement</p>	<p>Reviewed both OCT's website and 2017 Annual Report disclosures</p> <p>Finance Committee reviews annual financial statements (5.02)</p>	<p>OCT website is exceptionally good: well organized and searchable, deep in content: e.g. Council agendas and minutes, Council and Committee members and mandates, governing documents (Act, Bylaws, Policies)</p> <p>OCT Annual Report is available in both interactive and readable formats – links to videos, focus on enhancing transparency and engagement, AQ, new teachers, audited financial statements (fairly straight forward): good.</p> <p>As with the internal reports, these emphasize activities over outcomes, and there is no clear linkage to measuring the effectiveness of protecting students – only indirectly through transparency, access, complying with leg/regs and processing complaints</p>

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
<p>set out in corporate plans (TSX; Auditor General of Canada.)</p> <p>The annual report is open and transparent - it contains a balanced view, including openly disclosing any negative results or variances (TSX)</p> <p>The annual report is timely, relevant and useful for users beyond those who are experts in the business (e.g. taxpayers, customers, other stakeholders) (TSX)</p> <p>The annual report provides information on corporate context, including any competitive issues that could mitigate against full disclosure - i.e. if the corporation is competing against a private sector firm and its position would be risked by disclosure in a certain area (TSX)</p> <p>The annual report provides forward-looking information including financial forecasts/budget targets, risks and uncertainties, and details of significant events that could have a major impact on operations. (TSX; CSA 51-102 cautions against</p>		Management (MD&A) and governance reporting and disclosure	Bylaws s24 to 31 deal with the College's Register, contents, complaints, formats, required information, key elements of which which tie back to Statutory requirements	To this extent, OK
		Website postings	(see above)	(see above)
		Any other public disclosure	Disclosure of disposition of complaints, especially disciplinary and fitness to practise decisions, are governed by clear requirements to disclose in a number of ways and places	Minutes reveal some debate over the extent and permanence of public disclosure of these findings

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<p>subjective or unsubstantiated forward-looking information)</p> <p>Annual Report (exclusive of financial statement):</p> <p>Board reviews and approves; management prepares</p> <p>Annual Financial Statements including MD&A and CD&A:</p> <p>Board approves (Audit & Finance Committee reviews and recommends financial statements and MD&A; HR & Compensation Committee reviews and recommends CD&A; management prepares)</p> <p>TSX rules require all listed issuers to post on their corporate website the issuer's articles or other constating documents and its by-laws, majority voting policy, advance notice policy for director nominations, position descriptions for the chairman of the board and the lead director (if applicable), board mandate and board committee charters.</p> <p>(TSX 2017)</p>				

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<p>Board and Committee Minutes:</p> <p>Minutes are a mid-way balance between verbatim recordings of deliberations and a summary of decisions</p> <p>Minutes and resolutions of meetings of shareholders, board and board committees:</p> <p>Approve board minutes and receive committee minutes (Committees approve and circulate to committee and board; Corporate secretary records and maintains)</p>	<p>UK recommends that CRNBC reviews the way discussion and decision-making is structured: to a more discursive style, enabling more open and searching enquiry better suited to its role in protecting the public</p>	<p>Board and Committee Minutes</p>	<p>Reviewed Council minutes from 2016 and 2017 years</p>	<p>Minutes are well written and balanced.</p> <p>Council meetings of Sept 2016 and March 2017 dealt with substantive Bylaw, Discipline, etc. issues and changes; some in Dec meetings; but much less in others?</p> <p>Committee and auditor reports are largely received without question or discussion – is this related to the parliamentary procedure, to interest, or over-reliance on committees?</p> <p>Laptop, expenses and fee recurring questions imply an inordinate interest in member's own interests?</p>
<p>Accountability and Compliance:</p> <p>Board is responsible for corporation's accountability and compliance:</p>		<p>Monitoring compliance with Code</p>	<p>Council may make bylaws on ethical standards of Members (s41)</p>	<p>OK</p>
		<p>Monitoring legal and regulatory compliance</p>		<p>OK</p>

How? Best Practice Guidelines and The Role of the Board	Sector Specific Best Practices	What Needs to be Done?	Current Practice – Governance policies or practices seen at OCT (What we saw)	Comments and Suggestions (Our Assessment)
<p>Disclose if the board has adopted a written code for the directors, officers and employees, and how the board monitors compliance.</p> <p>Describe any steps the board takes to ensure directors exercise independent judgement in considering transactions and agreements in respect of which a director or executive officer has a material interest.</p> <p>Describe any other steps the board takes to encourage and promote a culture of ethical business conduct.</p> <p>(58-101)</p> <p>Legal and Regulatory Compliance:</p> <p>Receive reports (Audit & Finance Committee receives and reviews updates from management and legal counsel on compliance matters and litigation claims or other contingencies; Governance & Nominating Committee monitors compliance with governance related issues; HR & Compensation Committee reviews compliance with HR related issues; Management ensures compliance)</p>		Policy compliance: monitoring compliance with all board-level policies (may be delegated to committees)		Takes place but no comprehensive central tracking or monitoring system to ensure all Board-level Policies are monitored or reviewed (more driven by internal and external need or issues)
		Disclosures on compliance including with Code	Members' breaches are dealt with formally and with detailed complaint and resolution processes, including disclosures	OK

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<p>Corporate Communications and Social Responsibility Reporting:</p> <p>Approve communication plan/policy including extent of disclosure (Management develops and implements)</p> <p>Satisfy itself effective communication between the board and shareholders, stakeholders and public (Management communicate with shareholders, stakeholders and public – although at times the Chair and/or other directors may according to the approved communications protocol)</p> <p>Delaware has adopted a framework for companies to commit voluntarily to sustainability disclosure and performance standards (standards and assessment measures.) (Delaware: 2018)</p>		Communications protocol	<p>Council has an approved Council Communication Protocol and Council Spokesperson Policy</p> <p>All communications with membership, Minister, school boards or schools, and other relevant communications will be shared with Council members (9.16)</p>	<p>Reasonable delineation of spokesperson roles between Chair and Registrar given the public/membership nature of the College. Good coverage of how to respond to media and speaking requests.</p> <p>Council-staff protocol reflects a concern for optics of social interactions</p>
		Corporate communication strategies: including extent of disclosure (e.g. crisis and event communications, media requests)	Bylaws s18 deals with quarterly members publication, contents,	BCP/Crisis not seen
		Board communication		Dealt with elsewhere
		Employee dialogue & communication on strategy & direction		Not seen
		Press releases		Not seen

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		Determination of role and relationship as liaison with shareholders or members		OK
		Quality and timing of information/ summaries/ submissions / Management Reporting Info Detail		Dealt with elsewhere
		Brand and reputation management		Good
		Sustainable development practices: commitment to global sustainability: standards and assessment measures		Not seen
		Sponsorship & donations		Not seen
		Local / Indigenous procurement		n/a
		Diverse workforce targets and measures		Dealt with elsewhere
Disclosures re: Board Oversight, Selection & Committees:		Disclosure of Board recruitment, selection and appointment process		OK

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<p>Describe the process by which the board identifies new candidates for board nomination.</p> <p>Disclose if the board has a nominating committee composed entirely of independent directors, its responsibilities, powers and operation. (58-101)</p> <p>Disclose policies, consideration, targets and actual numbers re: representation of women on board and executive officers (three levels into management); director term limits (comply or explain) (FRC – 2018; 58-101)</p> <p>Specific Audit Committee disclosure including charter, members' names, independence, financial literacy and relevant education and experience (accounting, financial, controls), audit fees and exceptions (52-110F1)</p> <p>Briefly describe what measures the board takes to orient new directors, and provide continuing education for its directors. (58-101)</p> <p>If the board has standing committees other than the audit, compensation and nominating committees, identify the</p>		Disclosure of Board and Management (to X-3 level) Diversity Strategy, targets, actual metrics		Not done
		Disclosure of Audit Committee charter, members, independence, financial literacy, relevant education and experience	Finance Committee's mandate is disclosed on website	But not these other items
		Disclosure of orientation and education measures (plans)		Can be found in minutes

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committees and describe their function. (58-101)				
<p>Disclosure of Independence:</p> <p>Disclose which directors are, and are not, independent, and the basis for this;</p> <p>Disclose if a majority of directors are independent, if not, how the board facilitates its exercise of independent judgement in carrying out its responsibilities.</p> <p>Disclose if the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance, if not, how the board facilitates open and candid discussion among its independent directors.</p> <p>Disclose if the chair of the board is an independent director, or identify the lead director, or how the board provides for leadership of independent directors.</p> <p>Disclose the attendance record of each director. (58-101)</p>		<p>Disclosure of independence: how it is defined, which board members and chairs meet this definition, attendance records</p>	<p>Minutes show attendance records</p>	<p>No roll-up disclosure of attendance</p>

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<p>Board, Committee and Chairs Charters</p> <p>Disclose the board and committees' written mandates, and position descriptions for the chair and committee chairs, or how responsibilities are delineated (58-101)</p>		<p>Disclosure of Board, Committee and Chairs charters</p>	<p>Website discloses relevant mandates of Council and key Committees</p>	<p>But not Chairs</p>
<p>Disclosure of Board Evaluation:</p> <p>Disclose if the Board, its Committees and individual directors are regularly assessed with respect to their effectiveness and contribution (58-101)</p> <p>Disclose the process – not the actual results</p>		<p>Disclosure of Board evaluation findings or changes</p> <p>Demonstrate how governance contributes to the company's long-term sustainable success and achieves wider objectives</p>	<p>None</p>	<p>None</p>
<p>Director & Officers Compensation:</p> <p>Describe the process by which the Board determines the compensation for the corporation's directors and officers. (58-101)</p>	<p>At CNO, all directors should receive the same honorarium, and all committee members the same honorarium</p>	<p>Disclosure of Director & Officer Compensation philosophy, policy and/or plan</p>	<p>College has Guidelines for Compensating Council and Roster Members, etc. (dd 2015)</p> <p>Appointed Members' remuneration is set by Management Board @\$150 pd basic</p>	<p>Guidelines are clear, reasonable, even conservative</p> <p>Not clear if these are public – not seen on website</p> <p>The differential between – and low amount of – public members' remuneration to elected is a source of frustration in regulated professions: equivalent pay would send a signal in terms of</p>

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				equivalent value and responsibilities (outside College's control)
<p>CEO oversight & Executive Compensation Disclosure (CD&A):</p> <p>Disclose the written position description for the CEO, or how the board delineates the responsibilities of the CEO. (58-101)</p> <p>Disclose if the Board has a Compensation [Human Resources] Committee composed entirely of independent directors, its responsibilities, powers and operation, or how the board ensures an objective compensation setting process. (58-101)</p> <p>Disclose Comp Committee members' names, relevant experience and skills, the compensation consultant or advisor, mandate, other services (58-101), timing and fees (51-102).</p> <p>Compensation discussion and analysis:</p>		Disclose if CEO position description or how delineated		Not done
		Disclose if Comp (HR) Committee, steps taken		HRC disclosed
		Executive Compensation Disclosure: philosophy, design, rationale, total comp (CD&A)		Not done

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<p>Disclose and explain rationale for all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, to each NEO [i.e. the CEO, CFO and next three highest paid over \$150,000/year] and director (51-102)</p> <p>Disclose how remuneration delivers company strategy, long-term success and aligns with workforce remuneration (FRC – 2018)</p> <p>The U.S. Securities and Exchange Commission requires U.S. domestic registrants to disclose the ratio of their CEO’s annual total compensation to the median employee’s annual total compensation (SEC 2017)</p>				
<p>Other Disclosures:</p> <p>Continuous disclosure of all material changes (51-102 Material Change Reports, 52-109, SOX)</p> <p>Management Discussion & Analysis (MD&A), Annual Information Form (AIF),</p>		Additional Disclosures		n/a

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<p>Information Circular disclosure requirements (detailed in 51-102)</p> <p>Disclose all material off-balance sheet transactions (SOX)</p>				

Governance Solutions

ABOUT GOVERNANCE SOLUTIONS

Governance Solutions Inc. (GSI) (formerly known as Brown Governance Inc) has been trusted for over 27 years by organizations to provide superior governance solutions. Solutions like: The Professional Director Certification Program™, BoardConnex™ the latest in smart board portals, The Board and CEO Evaluation Solutions, strategic planning and The Scorecard Solution, Director Profile, governance best practices research, and consulting. And, our Boardroom 25 is a unique collection of our top 25 governance solutions designed to match your governance needs.



Our expertise spans the globe and sectors. You can count on Governance Solutions to provide independent, affordable, superior, accessible, customizable, professional, governance solutions. You can build, organize, educate, leverage, evaluate and optimize your governance with our integrated portfolio of governance products and services. GSI delivers tools, online resources, benchmarking, knowledge, and advice based on a unique blend of experience, research, and user-friendly technology.

Governance Solutions helps organizations strengthen their governance practices. We understand your challenges and are trusted by leading organizations around the globe because our entire leadership team has deep experience. Each has walked in your shoes as CEOs and Board members and has many years of substantive dialogue with governance leaders. Your board members and senior executives responsible for governance will be empowered by our principle-based approach.

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