Ontario College of Pharmacists

Putting patients first since 1871

Board of Directors

Policy Booklet

September 2026

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Introduction

The Board of Director Policies and Guidelines describe the fundamental principles that guide Board governance, practice and behavior and support the By-Laws of the College.

This is a compilation of independent policies and procedures that support good regulatory board governance and that have been approved or amended by the Board of the Ontario College of Pharmacists, from time to time.

There is an abundance of literature on governance in not-for-profit organizations. Generally, and in regulatory bodies in particular, good governance is best identified through the consistent and reliable delivery of good outcomes over time.

Effective Board members demonstrate their commitment to a Duty of Care and Duty of Loyalty. Expectations regarding Duty of Care are set out in the College's Code of Ethics which are found in Schedule A of the by-laws and under Policy 2.2. Duty of Loyalty is set out under Policy 2.1.

As a member of the Board at the Ontario College of Pharmacists, you will rely on approved systems, policies, and processes to assist you in your governance role for ensuring the overall effectiveness, direction, and accountability of the College. However, how we behave towards one another as we fulfil our governance roles and how well we are individually and collectively able to build and maintain the relationships that will enable the effective delivery of the OCP's objectives while also inspiring the confidence and trust of the public, government, and registrants, is equally important.

High expectations are placed on members of regulatory Boards today, with Boards expected to demonstrate, and report on, overall regulatory performance and effectiveness through defined and accountable evaluation processes. Across leading jurisdictions and professions outside of Canada, the recruitment and selection/appointment of all regulatory Board members is based on demonstration of approved competencies and skills, and commonly determined through defined and accountable processes.

This compilation of various documents is meant to provide you with information to help guide you towards fulfilment of the important governance role you have assumed as a Board member of the Ontario College of Pharmacists.

Definitions

In these Policies, and in all other By-Laws and resolutions of the College, unless the context otherwise requires:

- "Act" means the *Regulated Health Professions Act, 1991, S.O. 1991, c.18;*
- "Board" means the board of directors of the College. For the purposes of the Act, the RHPA Regulations, the Code, the Pharmacy Act, the Pharmacy Act Regulations, and any other legislation or policy where the context requires, the Board means the Council of the College;
- "By-Law" or "By-Laws" means the By-Laws of the College, as the same may be amended from time to time;
- "Chair" means the chair of the Board and for the purpose of the Act, the RHPA Regulations, the Code, the Pharmacy Act, the Pharmacy Act Regulations, and any other legislation or policy where the context requires, means the President of the College, and "chair" means the chair of a Committee or the person presiding at a meeting of the Board, as the context requires;
- "Code" means the Health Professions Procedural Code, being Schedule 2 to the Act;
- "Code of Conduct" means the Code of Conduct and Procedures for Directors and Committee Members which is set out in Schedule B to this By-Law, as the same may be amended from time to time;
- "Code of Ethics" means the Code of Ethics which is set out in Schedule A to this By-Law, as the same may be amended from time to time;
- "College" means the Ontario College of Pharmacists;
- "Committee" or "Committees" means a committee or committees of the College, whether a statutory committee or a standing or special committee;
- "Director" means a person elected or appointed to be a member of the Board;
- "Director Profile" means the combination of patient populations served as set out in subparagraph 5.9.1 of the by-law, and knowledge, skills and experience as set out in subparagraph 5.9.2 of the by-law, that will be required of applicants who seek to be qualified as candidates for election to the Board, as determined by the Governance Committee;
- "Drug and Pharmacies Regulation Act" means the Drug and Pharmacies Regulation Act, R.S.O. 1990, Chap. H.4;
- "Drug and Pharmacies Regulation Act Regulations" means the regulations made under the Drug and Pharmacies Regulation Act;
- "Elected Director" means a Director elected to the Board in accordance with this By-Law;

- “Lay Committee Appointee” means an individual appointed under this By-Law to serve as a member of a Committee who is neither a Director nor a Registrant;

- “Pharmacy Act” means the Pharmacy Act, 1991, S.O. 1991, c.36;

- “Pharmacy Act Regulations” means the regulations made under the Pharmacy Act;

- “Professional Advocacy Association” means an organization whose principal mandate is to represent the interests of and advocate on behalf of pharmacies (community and hospital), pharmacists or pharmacy technicians, or a segment of them, including those registered in or practising in Canada. Examples of a Professional Advocacy Association include the Ontario Pharmacists Association, the Canadian Pharmacists Association, the Canadian Association of Pharmacy Technicians and Neighbourhood Pharmacy Association of Canada;

- “Professional Committee Appointee” means a Registrant who is not a Director, who is appointed under this By-Law to serve as a member of a Committee;

- “Public Director” means a Director appointed to the Board by the Lieutenant Governor-in-Council;

- “Registrant” means a member of the College;

- “Registrar” means the person who, from time to time, holds the title of Registrar and Chief Executive Officer of the College;

- “RHPA Regulations” means the regulations made under the Act;

- “Statutory Committees” means the Committees listed in section 10 of the Code as of the date of enactment of this By-Law, and the Accreditation Committee as required under the Pharmacy Act; and
    - Accreditation and Drug Preparation Premises
    - Discipline
    - Fitness to Practice
    - Patient Relations
    - Quality Assurance
    - Registration
    - Inquiries, Complaints and Reports

- “Vice-Chair” means the vice-chair of the Board and for the purpose of the Act, the RHPA Regulations, the Code, the Pharmacy Act, the Pharmacy Act Regulations, and any other legislation or policy where the context requires, means the Vice-President of the College.

BOARD GOVERNANCE FRAMEWORK

Statement of Principles on Collective Board Governance and Expected Norms

Purpose

This Statement sets out the principles that guide how the Board of Directors of the Ontario College of Pharmacists (OCP) governs collectively in the public interest, and the expected norms that support effective Board and Committee deliberations.

It is intended to:

- provide a clear, shared foundation for collective Board governance;
- complement OCP's existing governance policies, bylaws, and mandates; and
- support consistent Board culture and practice through clear behavioural expectations.

Scope

This Statement applies to:

- the Board of Directors;
- Board Committees; and
- Board member interactions with one another and with staff in the lead-up to meetings, during meetings, and following meetings.

Relationship to Other Governance Documents

This Statement is to be read together with OCP's governance framework, including applicable legislation, regulations, bylaws, Board policies, and Board and Committee mandates.

Nothing in this Statement replaces legal or policy obligations. It is intended to support and strengthen how those obligations are carried out in practice.

Part I - Principles of Collective Board Governance

Principle 1: Public Interest and Mandate

The Board governs in the public interest and exercises its authority within OCP's statutory and policy framework.

Principle 2: Collective Governance and Collective Accountability

The Board governs as a collective body. Individual directors do not exercise Board authority unless expressly authorized by the Board, bylaws, or policy.

Directors are individually responsible for fulfilling their duties and collectively accountable for Board decisions, conduct, and governance performance.

Principle 3: One Board Voice

The Board encourages full, respectful, and informed deliberation before decisions are made. Once a decision is made, the Board speaks with one voice in accordance with OCP policy and protocol.

Principle 4: Role Clarity and Role Discipline

Effective governance requires clear roles and disciplined adherence to them.

The Board commits to respecting:

- the Board's collective authority;
- Committee mandates and delegated responsibilities;
- the distinction between governance and operations; and
- the role of the Registrar and staff in organizational management.

Principle 5: Inclusive Deliberation and Respectful Challenge

The Board values inclusive deliberation, informed inquiry, and respectful challenge as strengths of good governance.

All directors should be able to ask questions, test assumptions, and contribute perspectives without fear of dismissal or disrespect.

Principle 6: Evidence-Based Decision-Making

The Board makes decisions using relevant evidence, sound analysis, and informed judgment, grounded in OCP's mandate and the public interest.

Principle 7: Accountability, Transparency, and Fairness

The Board takes ownership of its decisions and is accountable within OCP's governance framework, including accountability to the Minister and the public.

The Board is committed to transparency to the fullest extent appropriate, while respecting legal, privacy, confidentiality, and in camera obligations.

The Board also affirms fairness, consistency, and the expectation that no individual director is above Board rules or processes.

Principle 8: Continuous Improvement and Governance Culture

Strong governance requires both sound policies and a culture that consistently puts them into practice.

The Board commits to ongoing reflection, reinforcement of expectations, and continuous improvement in how it governs collectively.

Part II - Expected Norms

The Board adopts the Expected Norms in Appendix A as the practical behaviours that support the Principles in this Statement.

All directors are expected to respect and strive to live these norms in Board and Committee work.

Part III - Implementation and Reinforcement

To support consistent application of this Statement, the Board will integrate it into Board practices through:

- orientation for new directors;
- periodic discussion and reflection on Board culture and expectations;
- annual reaffirmation;
- Board and Committee self-evaluation processes; and
- ongoing reinforcement by the Chair and Committee Chairs.

The Board recognizes that governance culture is built through consistent day-to-day conduct and accountability in practice.

Appendix A - Board and Committee Expected Norms

Purpose

The Board of Directors of the Ontario College of Pharmacists has committed to the following Board and Committee meeting norms. All Board Directors are expected to respect and strive to live these norms when participating in OCP Board and Committee meetings, as well as when engaging with other Board directors or staff in the lead-up to meetings.

These norms support the Board's Statement of Principles on Collective Board Governance and Expected Norms.

1. Respect

The Board is committed to demonstrating respect for all Board directors and staff at all times by actively listening and valuing differing perspectives, not interrupting when others are speaking, and being open to different ideas. Directors are expected to:

- critique ideas, not people;
- communicate respectfully in and outside meetings; and
- remain open to changing their minds in light of better information or argument.

2. Inclusivity

The Board strives to ensure everyone is welcomed and heard by creating a safe space for different voices and perspectives and encouraging all Board members to share their perspectives.

Active engagement in deliberations by all Board members is expected. Both the content and tone of deliberations matter.

Directors are expected to help create a psychologically safe environment, including for newer members who may be asking clarifying questions.

3. Healthy Debate

Sharing different perspectives leads to better decisions. The Board expects Board members to ask questions, test assumptions, seek clarity when needed, and be open to exploring alternatives.

Disagreeing or providing a challenge function can add significant value to Board deliberations, but acting in a confrontational or otherwise aggressive manner is not acceptable.

Directors are expected to disagree without being disagreeable.

4. Evidence-Based Deliberation

The Board focuses on facts, data, and experience in its deliberations and decision-making. Personal feelings are not fact or evidence and are not part of Board deliberations and decision-making.

Directors are expected to:

- distinguish evidence from preference;
- ground comments in the issue before the Board; and
- focus on Board-level implications and outcomes.

5. Preparation and Efficient Use of Time

Board and Committee agendas are full. The Board is committed to making the best use of Board members' time by ensuring the Board's time is focused first and foremost on deliberations and decision-making. This requires that all Board members come fully prepared to meetings.

Directors are expected to:

- review materials in advance;
- avoid using meeting time to read briefing materials; and
- keep comments focused and relevant.

Where materials are circulated in advance, presentations should be brief and designed to support deliberation and decision-making.

6. No Pre-Positioning

Board deliberations and decisions take place at the Board table with the benefit of full, frank, and respectful discussion among all board members.

Board members may engage in conversations with one another regarding board matters in advance of meetings in order to learn, seek clarification, or share perspectives. However, vote-gathering, coalition building, or in any other way seeking to pre-determine voting outcomes before a meeting is not acceptable.

7. Trust, Collegiality, and Trustworthiness

Trust is foundational to effective governance. Trustworthiness is demonstrated through consistent behaviour. Directors are expected to:

- behave as supportive peers;
- foster trust and teamwork;
- provide and receive feedback in good faith; and
- model the standards expected of a public-interest regulator.

8. Self-Monitoring and Real-Time Accountability

The Board is responsible not only for what it decides, but for how it decides.
Directors are expected to:

- be attentive to the quality of Board process and culture;
- respectfully raise concerns when norms are not being upheld;
- accept reminders and feedback from the Chair and colleagues; and
- support ongoing self-evaluation of Board and Committee performance.

9. Reinforcement and Continuous Practice

These norms should be introduced with discussion and reflection, reinforced through orientation and annual affirmation, and supported by feedback mechanisms.

The Board recognizes that governance culture is built through consistent day-to-day behaviour and micro behaviours, not policy text alone.

Decision Framework

Clarifying Roles and Decision-Making Parameters of the Board, Executive Committee, Chair, Vice-Chair, and Registrar & CEO

1. Purpose

This Framework establishes a clear decision framework for governance and operations at the Ontario College of Pharmacists (College). It clarifies the roles, authorities and decision-making parameters of the Board, Executive Committee, Chair, Vice-Chair, and Registrar & CEO, and is intended to:

- reinforce collective governance and the primacy of the Board in matters reserved to it;
- distinguish clearly between governance, oversight and operations;
- support timely decisions while reducing ambiguity, operational drift and exclusionary practices;
- provide a common basis for escalation, delegation, reporting and accountability; and
- support the consistent interpretation and application of existing College policies, by-laws, delegation documents and statutory requirements.

This Framework is drafted to support implementation of the 2025 governance review recommendations. It should be read conservatively and not as expanding the authority of any role or committee beyond what is already provided by legislation by-law, Board policy, Board resolution, or Board-approved delegation.

2. Application

This Framework applies to:

- the Board of Directors;
- the Executive Committee;
- the Chair and Vice-Chair;
- the Registrar & CEO, including any Acting or Interim Registrar & CEO; and
- Board committees, Board task forces, and staff when preparing, routing, documenting or implementing governance decisions.

It is intended to guide how matters are brought forward, who decides them, who supports the process, and how decisions are documented and communicated.

3. Status, Interpretation and Related Authorities

- Nothing in this Framework overrides applicable legislation including the *Regulated Health Professions Act,* the *Pharmacy* Act, the *Drug and Pharmacies Regulation Act*, regulations made under those statutes, and College by-laws, Board policies or other Board approved delegation documents. Where there is a conflict, those documents prevail in that order.
- This Framework does not diminish the statutory independence of statutory committees in matters assigned to them by law.
- For ease of reference, the term 'Registrar' in this Framework means the Registrar & CEO.
- This Framework should be read together in conjunction with the College Board Policy Booklet, [especially Policies 2.1 to 2.6, 3.6, 3.7, 3.9, 3.11, 3.13, 3.14, 3.15 and 4.3.]

- Nothing in this Framework authorizes an individual director, including the Chair or Vice-Chair, to direct staff or bind the College except where expressly authorized by law, legislation, by-law, Board policy, Board resolution or Board approved delegation.

4. Decision-Making Principles

- Public interest and mandate. Governance and operational decisions must support the College's statutory mandate and be made in the public interest.
- Collective governance and collective accountability. The Board governs as a collective body. Individual directors do not exercise Board authority unless expressly authorized, and the Board is collectively accountable for its decisions, conduct and governance performance.
- One Board voice. The Board should encourage full, respectful and informed deliberation before decisions are made. Once a decision is made, the Board should speak with one voice in accordance with College policy and protocol.
- Role clarity and role discipline. Clear roles and disciplined adherence to them are essential. The Board sets direction, approves policy, exercises oversight and holds the Registrar accountable. The Registrar, as the Board's only employee, manages operations and implements Board-approved direction.
- Inclusive deliberation and respectful challenge. Decision-making processes should support inclusive participation, informed inquiry, respectful challenge and psychological safety.
- Evidence-based decision-making. Decisions should be informed by relevant evidence, sound analysis and informed judgment grounded in the College's mandate and the public interest.
- Accountability, transparency and fairness. Authority should be exercised transparently to the fullest extent appropriate, with clear rationale, fair process, and due regard for legal, privacy, confidentiality, conflict-of-interest and in-camera requirements or concerns.
- Delegation with accountability. Authority should sit at the appropriate level, but every delegation requires clear limits, reporting, traceability and an identifiable decision owner.
- Timeliness, proportionality and no surprises. Matters requiring immediate attention should be handled promptly, but only at the level and with the degree of intervention reasonably required. Material risks, issues and decisions should be identified early and escalated promptly.
- Continuous improvement and governance culture. Effective governance depends not only on formal authority, but also on shared norms, ongoing reflection, reinforcement of expectations and continuous improvement in how the Board and its committees work together.

The behavioural norms that support these principles include respect, inclusivity, healthy debate, evidence-based deliberation, preparation, no pre-positioning, trustworthiness, self-monitoring and reinforcement in practice. Until the Statement of Principles on Collective Board Governance and Expected Norms is formally approved by the Board, it should be treated as an informing companion document and interpretive aid rather than a binding standalone governance document.

5. General Allocation of Authority

Decision-making authority at the College should be allocated as follows:

- the Board retains authority over matters of strategy, major regulatory policy direction, fiduciary oversight, major risk, Board governance, and the appointment and oversight of the Registrar;

- the Executive Committee has a limited role and is not an alternative centre of governance authority. Its role is to act only where authority is expressly assigned or delegated, or where a matter requires immediate attention between Board meetings;

- the Chair and Vice-Chair support the effective functioning of the Board and may exercise only those authorities that are inherent in their office or expressly delegated;
- the Registrar, as the Board's only employee, is responsible for the day-to-day management of the College and for implementing Board-approved direction; and
- individual Board directors have no authority to bind the College or direct staff acting alone.

6. Role-Specific Decision Parameters

6.1 Board

- The Board decides or approves matters that are strategic, fiduciary, policy-setting, oversight-related, or otherwise reserved to it by law, by-law or Board policy.
- The Board's reserved matters include, at minimum:
    - approval of the mission, vision, strategic plan and major strategic priorities;
    - approval of governance policies, Board frameworks, and by-law amendments or recommendations respecting by-laws;
    - approval of standards, major regulatory policy directions, and significant public-interest or reputation-sensitive positions of the College;
    - approval of the annual business plan and budget, financial statements, auditor-related matters, and material unbudgeted commitments or risks outside delegated authority;
    - appointment, renewal, succession planning, separation or termination and overall performance oversight of the Registrar, the process of which is defined in Policy 3.6 and supporting documents;
    - approval of committee structures, mandates, annual work plans where required, and Board and committee leadership processes;
    - oversight of enterprise risks, significant legal or compliance matters, and matters that may materially affect public confidence in the College; and
    - all matters expressly reserved to the Board by legislation, by-law or Board policy.

The Board should not involve itself in operational management, individual staffing matters, or decisions that have been delegated appropriately to the Registrar or to a statutory committee.

6.2 Executive Committee

- The Executive Committee exists primarily to support continuity of governance between Board meetings, not to displace the Board.
- The Executive Committee may:
    - exercise only those authorities expressly assigned by legislation, by-law, Board resolution or Board delegation;

- review time sensitive matters arising between Board meetings and determine whether the matter should go to a special Board meeting, to the next regular Board meeting, or, if properly authorized, be dealt with by the Executive Committee because it requires immediate attention;
- support the Chair in agenda planning, prioritization and other governance coordination activities; and
- perform any role/task currently delegated to it in the existing by-laws or Board policies, including the Registrar's performance review and goal setting process, with the full Board participating in the annual evaluation process, unless and until those documents are amended.

- The Executive Committee must not:
  - treat convenience as a need for immediate action;
  - make decisions that can reasonably wait for the Board;
  - replace the Board as the main forum for significant strategic, fiduciary or governance decisions; or
  - withhold from the Board material information, rationale or records related to a decision taken between meetings.

6.3 Chair

- The Chair provides leadership to the Board and supports its effective functioning.
- The Chair may:
  - chair Board and Executive Committee meetings;
  - work with the Registrar to set agendas, sequence issues and prepare the Board's workplan;
  - act as the principal liaison between the Board and the Registrar;
  - on behalf of the Board, administer the Registrar’s annual performance review and goal-setting process, together with the Vice-Chair where required, and consistent with Board Policy 3.6, applicable by-laws and any approved compensation framework;
  - represent the Board externally, together with the Registrar, where authorized or customary;
  - manage procedural or administrative matters related to Board functioning; and
  - exercise any specific authority delegated by the Board.

- Acting alone, the Chair may not:
  - approve or change Board policy;
  - direct staff other than through the Registrar, except in limited circumstances expressly contemplated by policy or by by-law;
  - commit the College to material legal, financial or strategic obligations without express legal authority; or
  - make decisions reserved to the Board, except where a narrow delegated or legally permissible urgent authority clearly applies.

6.4 Vice-Chair

- The Vice-Chair supports the Chair and acts in the Chair's place when the Chair is absent, unavailable or has delegated a task to them.

- The Vice-Chair has no separate unilateral authority merely by virtue of office, except as expressly provided in by-law, policy, Board resolution, or when acting for the Chair.
- The Vice-Chair participates in the Registrar's annual performance review and goal-setting process, and performs other duties provided in Policy 3.6, applicable by-laws, Board policy or delegation by the Chair.

6.5 Registrar & CEO

- The Registrar & CEO is the Board's sole employee and is responsible for the day-to-day management of the College.
- The Registrar & CEO may decide and implement all operational matters not reserved to the Board or otherwise assigned by law. This includes authority over:
    - staff leadership, organization design, staffing and performance management;
    - implementation of the strategic plan, Board decisions and approved policies;
    - development of recommendations, briefing materials and options for Board consideration;
    - day-to-day financial management, contracting and expenditures within approved budgets and delegated authorities;
    - operational risk management, legal coordination and regulatory administration;
    - stakeholder, Ministry and external relations, in collaboration with the Chair as appropriate; and
    - internal sub-delegation of management authorities in writing, where appropriate.
- The Registrar must escalate a matter to the Chair and/or Board where it:
    - requires Board approval by law, by-law or policy;
    - would materially affect strategy, public interest positioning, legal or regulatory risk, finances, reputation, or stakeholder confidence;
    - falls outside approved budget, including beyond any permitted variances under Board-approved financial delegation of authority documents, or otherwise exceeds delegated authority or established policy direction;
    - concerns the Registrar's own employment, performance, compensation or succession; or
    - raises a significant governance issue, including any matter involving Board or Board member conduct, board member conflict of interest, role boundaries or misuse of authority.

6.6 Individual Directors

- Individual Board directors, including the Chair and Vice-Chair, when acting outside an expressly assigned role, have no authority acting alone to bind the College, direct staff, interfere in operational matters, speak publicly on behalf of the Board, or otherwise represent the Board unless expressly authorized.
- Directors may request information and raise issues through proper channels, including the Chair, the Registrar, Board meetings and established Board processes.
- Directors are expected to respect collective decision-making, support the Board's one-voice principle once decisions are made, maintain confidentiality, comply with conflicts of interest requirements, and observe appropriate boundaries with staff and committees.

7. Decision Routing and Escalation

Before a matter is brought forward, the following questions should be asked:

- Is the matter assigned by legislation, by-law or policy to a specific body or role?
- Is the matter primarily strategic, policy, fiduciary or oversight-related, or is it operational and implementation-focused?
- Does the matter have material implications for public interest, legal compliance, finances, stakeholder confidence or the College's reputation?
- Can the matter reasonably wait for the next Board meeting, or does it require immediate attention?
- Does the matter require *in-camera* treatment or a specific conflict-of-interest protocol?

A matter should normally go to the Board where it is reserved to the Board, materially strategic, policy-setting, fiduciary, oversight-related, or has material implications for public interest, legal compliance, finances, stakeholder confidence or reputation. A matter should normally remain with the Registrar where it is operational, within delegated authority, and not material in the above sense.

The Chair and Registrar should use the Board's agenda-screening process tool as set out in Policy 3.13 to ensure that Board time is focused on matters properly requiring Board attention.

8. Matters Requiring Immediate Attention Between Board Meetings

Where a matter arises between Board meetings and may require immediate attention, the following approach should apply:

- the Registrar should promptly brief the Chair on the issue, available options, the risks of delay, and the legal or policy basis for action;
- the Chair should first consider whether the matter can wait for the next Board meeting or whether a special Board meeting or other lawful whole-Board process should be used, and if uncertain, consult with members of the Executive Committee;
- the Executive Committee should act only where a special Board meeting or other lawful whole-Board process is impractical and the matter either falls within an existing delegation or genuinely requires immediate attention;
- any action taken between Board meetings should be limited to what is necessary in the circumstances and, where feasible, be interim, time-limited or reversible, preserving the Board's ultimate authority as much as possible; and
- all directors should be informed promptly of any material between-meeting decision, with a written report to follow for the next Board meeting or sooner if appropriate.

Any decision taken between Board meetings should be documented in a manner that supports transparency, accountability, and timely Board oversight, including clarity on the basis for immediate action, decision authority, and next steps for Board awareness or involvement.

9. Reporting, Documentation and Transparency

- Board decisions should be documented through resolutions and minutes.
- Executive Committee decisions or recommendations between Board meetings should be reported promptly and in writing to the full Board.
- Actions taken by the Chair under delegated or exceptional authority should be disclosed in the Chair's report or sooner if material.

- Material operational decisions by the Registrar do not require Board approval but should be summarized through regular reporting where they materially affect risk, finances, implementation or stakeholder confidence.
- *In-camera* use, conflicts of interest, and conduct-related matters should be handled in accordance with applicable College policies and legal requirements.

10. Relationship to Existing Policies and Implementation

This Framework is intended to support the consistent interpretation and application of the College's existing governance documents, including legislation, by-laws, Board policies, delegation documents and related governance guidance. It is a companion interpretive document and does not override those documents. Where an inconsistency is identified, the applicable legislation, by-law, Board policy or approved delegation prevails, and the inconsistency should be addressed through the harmonization process.

Guidance for Executive Committee on Matters Requiring Immediate Attention

Purpose of this guidance

This guidance is intended to assist the Executive Committee in the exercise of its authority under section 8.4.1 of By-law 7A, specifically:

The Executive Committee shall:

8.4.1 in accordance with section 12 (1) of the Code, exercise all the powers and duties of the Board between Board meetings that, in the Committee's opinion, require [immediate] attention, other than the power to make, amend or revoke a regulation or By-Law

Overall approach

The governing legislation and By-law 7A provide the Executive Committee ("the Committee") with authority to make decisions on most matters that, in the Committee's opinion, require immediate attention between meetings of the Board.

This provision is intended to support the collective accountability of the Board for the effective oversight of the College. It must be exercised in good faith and not be used to circumvent or supplant the decision-making authority of the Board.

The discretion of members of the Committee to determine whether a matter requires "immediate" attention must be exercised on a basis that is reasonable in the circumstances, taking all available information into account. The Committee should not treat convenience as a need for immediate action.

To the extent practicable, the Committee should take a minimalist approach to its exercise of this authority, avoiding where possible actions that go beyond what is necessary to address the matter at hand.

Decision sequence before Executive Committee action

1. Can the matter reasonably wait for the next Board meeting?
2. If not, can it be addressed through a special Board meeting or another lawful whole-Board process?
3. If not, does the matter fall within existing authority and genuinely require immediate attention?
4. If yes, what is the minimum action necessary now, pending Board consideration where appropriate?

Considerations

In some circumstances, a matter that is routine and uncontroversial may require immediate attention because it emerges unexpectedly and is time sensitive, such as an inadvertently overlooked administrative obligation. Such matters would normally fall within the scope of this provision.

A matter may require immediate attention, for example, where delay would create or materially worsen:

- a statutory, court, regulatory or contractual deadline issue;
- a material public interest, patient-safety or public confidence risk;

- a significant legal, compliance or reputational exposure;
- a business continuity or operational disruption risk requiring governance action; or
- a time-sensitive external obligation or response that cannot reasonably await Board action.

In most cases, matters requiring immediate attention would be urgent in nature such that a decision or action cannot be delayed without materially compromising the effectiveness of the Board's work.

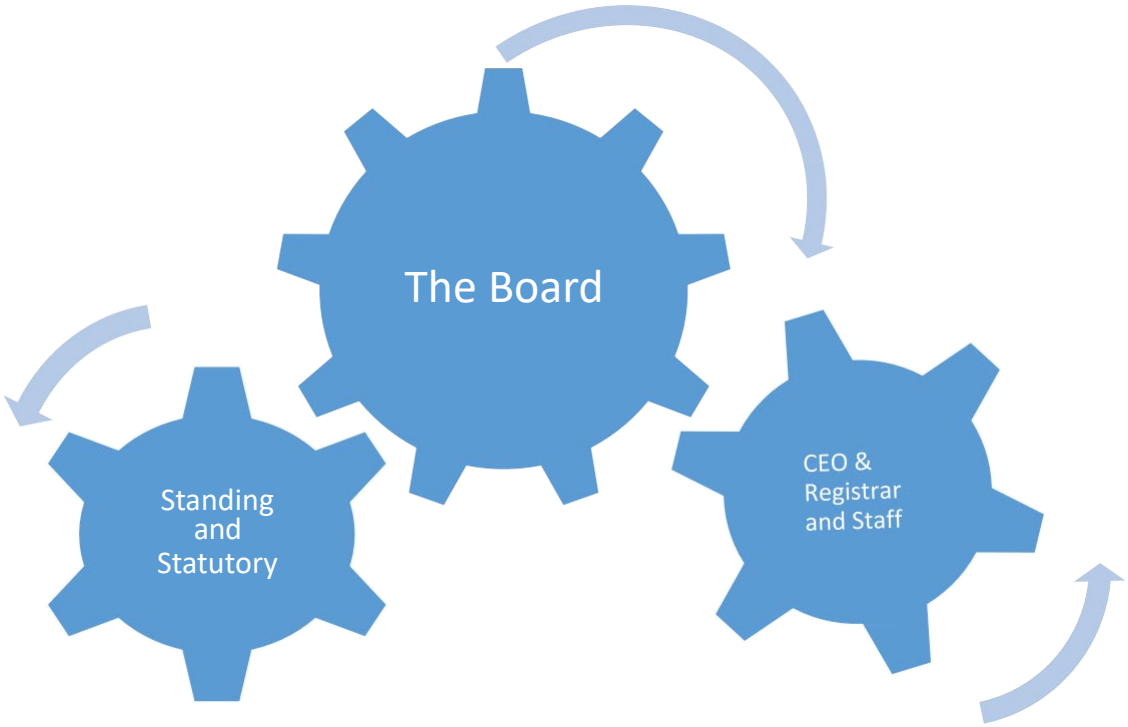
To the extent possible, the Committee should avoid decisions or actions that could be controversial or divisive among other Directors, or that are non-routine and difficult or impossible to reverse. Where a decision or action is likely to be both controversial and irreversible, the Committee should make reasonable efforts to consult with the Board as a whole, including through a special meeting of the Board, or through digital communication and voting where feasible and warranted by the matter's significance.

Duty of transparency

In all cases the Committee should inform the Board of its decision or action at the earliest practical date. This should include a written record of the issue, the rationale for immediate action, the decision taken, and any follow-up required from the Board. Under no circumstances should the Committee withhold from the Board material information related to a decision or action taken under this provision.

SECTION 1 – BOARD GOVERNANCE POLICIES

Policy 1.1 Ontario College of Pharmacists Governance Model



At the College, the Board is responsible for fulfilling its governance role by setting directions and overseeing performance against agreed upon goals. In this way, the Board "steers".

The Board fulfils its governance role, ideally through a mutually beneficial relationship with the Registrar & CEO and the staff, relying on their respective expertise and experience for guidance in making good decisions aligned with the College's public interest mandate. As such, the Board approves overall policy directions, or "steers" and the staff implements these, or "rows".

The Board cannot and should not do the work by itself, and so relies on its committees- statutory and standing committees whose mandates are set out in statute and by-law; and policy or advisory committees that are established by the Board- to conduct work on its behalf.

The Board fulfills its oversight role with respect to performance of the Registrar & CEO and the Committees, being mindful of the respective roles of all parties. Board members do not involve themselves in the work or performance of the staff; this is the responsibility of the Registrar & CEO.

This diagram illustrates each role as a key 'cog' in the regulatory governance wheel moving the College forward in achieving its legislative and regulatory objectives. Each will, from time to time, move at varying speeds but must continue to move forward together to achieve optimal results.

Amendment: The Board may amend this policy.
First Approval Date: December 7, 2021
Last Review: December 12, 2022
Last Revision: December 12, 2022
Next Review Date: XXXX

Policy 1.2 OCP Governance Guiding Principles

Purpose

The purpose of this policy is to lay out the guiding principles the College and Board will use to collectively strive for excellence in regulatory performance and to demonstrate good governance through defined and accountable evaluation processes.

Application

This policy applies to:

- **Board Directors:** Individuals who are elected to or appointed-through the Lieutenant Governor in Council to the Board of Directors at the Ontario College of Pharmacists, and
- **Committee Appointees:** professional (Registrants) and lay (non-Registrant) members of College committees, working groups and task forces.

Policy

The guiding principles are:

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

   The College's mandate is to serve and protect the public and hold Ontario's pharmacists and pharmacy technicians as well as pharmacy operators accountable to the established legislation, standards, code of ethics, policies and guidelines relevant to pharmacy practice.

2. Both the Board and the Registrar & CEO respect the mandate of the College's statutory Committees under the *Regulated Health Professions Act,* (*RHPA*), the Pharmacy Act, the Drug and Pharmacies Regulation Act, and all other Acts in which the College is named. For example, a discipline panel is autonomous of the Board when it independently adjudicates discipline referrals.

3. Directors acknowledge that properly authorized Board actions must be supported by all Directors. The Board speaks with one voice. Those Directors who have abstained or voted against a motion must adhere to and support the decision of a majority of the Directors.

4. News media contact and responses and public discussion of the College's affairs should only be made through the Board's authorized spokespersons, the Registrar & CEO or the Board Chair. Any Director or Committee Appointee who is questioned by news reporters or other media representatives should refer the inquiry to the Registrar & CEO or their delegate.

5. Individuals understand that all information that they become aware of in the course of their duties at the College is confidential information and are prohibited from communicating it in any form and by any means except as set out in subsection 36(1) of the Regulated Health Professions Act, 1991. The Board's Privacy Policy is included in its entirety in Policy 3.8.

6. Directors and Appointees are expected and required to avoid activities which may place them in or could be perceived to be in a conflict of interest. Conflict of interest is primarily a matter of personal responsibility and integrity. Where there is a potential conflict of interest with the business of the Board or a committee, individuals are required to inform the Chair and/or the Registrar & CEO at the earliest opportunity and, where a real or perceived conflict exists, to take all reasonable steps to avoid the conflict. The College's Conflict of Interest Policy is included in its entirety in Policy 3.10.

Amendment: The Board may amend this policy.
First Approval Date: December 7, 2020
Last Review: December 12,2022
Last Revision: December 12, 2022
Next Review Date: XXXX

Policy 1.3 Board Director Competency

Purpose:

This Policy provides information respecting the desired competencies and experience sought in Board Directors, as approved by the Board from time to time. It also provides guidance respecting: the management of the competencies used in the screening of new Board Directors for the annual election and in the development of training and education of individual Board directors, and the Board as a whole.

Application:

This policy applies to:

- **Board Directors**
- **All prospective candidates** who are registrants of the College and wish to seek an elected seat on the Board
- **The Screening, Governance and Executive Committees of the College**

Policy:

Director Experience and Desired Competencies

General Director Competencies are set out under 5.91 and 5.92 in the College by-laws, as amended from time to time.

The Board will endeavour to include at its table, a mix of Directors who collectively demonstrate levels of knowledge, skills, and experience in good governance, as well as serving /working with a diverse patient population across different geographical locations in Ontario.

At least once every five years, the Governance Committee will re-assess the Director Competencies to ensure they remain reflective of governance best practice and are comprehensive of the needs of the College in maintaining the diverse perspectives required.

The overall Board competence will be achieved through a combination of acquisition of new Directors (seeking candidates with specific skill sets in each annual election) and training and development of existing Directors.

Amendment: The Board may amend this policy.
First Approval Date: December 7, 2020
Last Review: December 12, 2022
Last Revision: December 12, 2022
Next Review Date: XXXX

Policy 1.4 Board Competencies, Skills and Experience Inventory

Purpose:

The Governance Committee will use a skills and practice environment inventory to determine the gaps for recruitment and to identify opportunities for additional training and development.

Application:

This process applies to:

- **Board Directors.**
- **The Screening and Governance Committees** who will use identified skills-gaps to inform the recruitment and selection/appointment processes and training/development programs.

Process:

Annually the Governance Committee will circulate the Board Member skills matrix tool to each outgoing and returning Board Director.

The inventory of skills[1] gathered will be used to evaluate the current and future gaps in the competencies and practice experience required to round out the Board. Annually this information will be used to create the Board Director Profile for the election and will also be used in the consideration of long range plans for the Board and for training opportunities.

The Governance Committee will also use the results of the inventory to assist in building Board member and Board capacity in governance or other areas, as identified by the Board from time to time.

Amendment: The Board may amend this policy.
Approval Date: December 7, 2020
Last Review: December 7, 2020
Last Revision: December 7, 2020
Next Review Date: XXXX

Policy 1.5 Screening of Board Applicants

Purpose:

This policy provides the framework for the screening process for the registrants interested in serving on the College's Board of Directors.

Application:

This policy applies to:

- **The Screening, Governance and Executive Committees of the College and to the Staff of the College,** each of whom have a role in overseeing the process for election/appointment of Board Directors.

Policy:

Section 94 (1) of the *Regulated Health Professions Act* (RHPA) gives the College the authority to make by-laws respecting the qualification of Elected Board Directors. Accordingly, Article 5 of the College by-laws sets out the required Director competencies.

Registrants interested in serving on the Board of the College must complete an application confirming their eligibility and practice experience. The application also provides the opportunity for candidates to submit self-assessments based on the desired competencies and provide further information that would speak to their suitability to help the screening committee assess the overall qualifications of the individual.

Once candidates are screened for basic eligibility, external governance consultants, engaged to eliminate any potential for bias, will conduct an initial assessment and ranking of the applicants for consideration by the Screening Committee.

The Screening Committee will review the report and applications considering the specific competencies and practice experience being sought as published in the Director Profile(s) created by the Governance Committee each year.

Candidates may be invited to participate in an interview - either in person, by telephone or electronic means if necessary to clarify information in their application. The interview will focus on determining if candidates meet the criteria set out in the Director Profile.

Following the interviews, the Screening Committee will select the candidate(s) qualified to seek election onto the Board of Directors. All candidates will be notified of the outcome of the screening process. The qualified candidates will be placed on the ballot for voting by the registrants of the College in good standing who either live or work in Ontario.

Amendment: The Board may amend this policy.
First Approval Date: December 7, 2020
Last Review: December 12, 2022
Last Revision: December 12, 2022
Next Review Date: XXXX

Policy 1.6 Election of Board Chair and Vice-Chair

Purpose:

To guide the Board in a defined and consistent process for annual elections of its Chair and Vice-Chair.

Application:

This policy applies to:

- **The Board** to collectively ensure that the process for identifying qualified candidates for election to the Chair and Vice-Chair positions are defined and consistent
- **The Governance Committee** to compile a slate of candidates for both positions based on interest and qualifications of Board Directors[1]

Policy:

The governance committee is mandated to conduct the board Chair and Vice-Chair selection process and to recommend to the board, for its election, nominees for incoming Chair and Vice-Chair. Any Board Director, elected or public, interested in being considered for the Chair or Vice-Chair positions will need to provide information that speaks to their suitability for the Governance Committee and Board consideration.

Board Chair and Vice-Chair Competencies:

- Have the necessary skills and experience to clearly understand the operation and workings of the College Board, and its role in governance, ideally by having served a minimum of one year on the Board.
- Understands and embraces the mandate and objects of the College.
- Has demonstrated leadership skills and the ability to think strategically.
- Demonstrates effectiveness and skills in Chairing and following and fulfilling expectations of meeting agendas; ensuring all voices are heard; and ensuring committee actions/decisions align with the College's public interest mandate.
- Acts with tact and diplomacy and can encourage broad and constructive debate amongst Directors in achieving decisions or direction on relevant matters.
- Able to commit the time needed to carry out the expected role and responsibilities of the position.
- Ability to build and maintain strong relationships between the College and stakeholders.
- Ability to establish trust in relationships with the chief executive officer and other board members.

The approved process for election of the Board Chair and Vice-Chair is described in full in the OCP By-Law, Article 12.

Amendment: The Board may amend this policy.
First Approval Date: December 7, 2020
Last Review: December 12, 2022
Last Revision: December 12, 2022
Next Review Date: XXXX

[1] *It is recognized best practice in the UK, Australia and New Zealand that the Chair is selected based on demonstrated skills and experience in Chairing*

Policy 1.7 Screening, Selection and Appointment of Committee Appointees

Purpose:

This policy sets out the processes to be followed for recruitment, screening, selection and appointment of members of all statutory, and standing committees, with the exception of the Executive Committee (determined by election) and the Screening Committee (appointed by the Board in March annually).

Application:

This policy applies to:

- **The Screening and Governance Committees** who oversee the recruitment, screening and selection of appropriate candidates to serve as Committee members, and prepare the slate(s) for ratification by the Board.
- **The Board** who is responsible for receiving and ratifying the proposed slate for Committee membership, as put forth by the Governance committee.

Policy:

All Statutory Committee and standing Committee appointments, with the exception of the Executive Committee and the Screening Committee, shall be made by the Board in accordance with Article 13 of the by-law at the first regular meeting of the Board after each annual election. The term for all committee appointments shall be one year and expire at the first regular meeting of the Board after the next election.

At the first regular meeting of the Board after the election, the Governance Committee will present the Board with a slate for all committees, except for the Executive Committee and the Screening Committee, pursuant to the following process:

Current committee appointees may be considered for reappointment. Additionally, the College will seek applications for individuals interested in serving on committees as appointees. Applications will be initially assessed by the Human Resources staff against the prescribed competencies and shortlisted for the Screening Committee's consideration.

The list of qualified candidates, new and returning, will be provided to the Governance Committee who will compile a proposed committee slate that ensures diversity of the perspectives, experience, ethnicity, age, gender, and geography along with continuity and refresh for every committee. If available, the outgoing Committee Chairs will be consulted on the draft slate prior to presentation to the Board.

Details respecting this policy above are set out in the College's By-laws.

Amendment: The Board may amend this policy.
Approval Date: December 7, 2020
Last Review: March 22, 2021
Last Revision: March 22, 2021
Next Review Date: XXXX

Policy 1.8 Selection of Committee Chairs

Purpose:

To outline the criteria and process for the selection of Chairs for College Committees.

Application:

This policy applies to:

- **All Committees, Task Forces or Working Groups, with the exception of the Executive Committee** (whose Chair is the Board-elected Board Chair) and the Drug Preparation Premises Committee (whose Chair is the Chair of the Accreditation Committee);
- **The Governance Committee** – who will select the Committee Chairs.
- **The Board** – who will consider and approve the Committee slate including Committee Chairs.

Policy:

When developing the annual committee slate for Board consideration in accordance with policy 1.7, the Governance Committee shall select an individual, from among those that are have served on the Committee previously, to serve as Chair.

Procedure:

A call for interest to serve as Committee Chair will be sent to all appointees who have indicated their desire to continue to serve on the Committee. The individuals will be required to submit an application outlining their experience to demonstrate their ability to fulfill the Chair expectations outlined below.

A Committee or Task Force/Working Group Chair:

- Has the necessary skills and experience to clearly understand the operation and workings of the committee.
- Provides direction and guidance to the Committee in keeping with Board-approved terms of reference and related legislative or regulatory responsibilities.
- Demonstrates effectiveness and skills in chairing, following and fulfilling expectations of meeting agendas; ensuring all voices are heard; and ensuring committee actions/decisions align with the College's public interest mandate.
- Works in partnership with appropriate staff resources towards:
    - Orientation and training of all new members
    - Ongoing training and development opportunities for all members
    - Development of the agenda
    - Identifying policy issues to be brought forth for Committee's consideration
    - Preparing reports and recommendations for presentation to Board
    - Developing objectives and long-range plans for consideration
    - Identifying budget and business plan implications for the Registrar
    - Considering seeking of legal advice on a matter, where necessary and appropriate
- Encourages broad and constructive debate amongst members in achieving decisions or direction on relevant matters.
- Manages circumstances where Committee or Task Force function is less than optimum, including introducing strategies to resolve conflicts which may arise. In such circumstances, consultation with the Board Chair may be of assistance.

- Acts as the principal spokesperson for the Committee or Task Force in reporting to the Board at its meetings.
- Raises matters arising in the broader environment to establish trends related to mandate with a view to inform the Board about those that may require possible action.
- Facilitates regular evaluation of Committee or Task Force members and processes to ensure high levels of performance.
- Demonstrates accountability for his/her own performance through engagement in an annual Chair evaluation.

Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
Last Review: December 7, 2020
Last Revision: June 14, 2021
Next Review Date: XXXX

SECTION 2 – ROLES AND ACCOUNTABILITIES

Policy 2.1 Role of the Board of Directors

Purpose:

To ensure that the Board has a shared understanding of its role and accountabilities in governing the College.

Application:

This policy applies to **all Board Directors.**

Policy:

The Board is responsible for providing oversight and ensuring accountability for the overall performance of the College, its composition and powers are set out under the *Regulated Health Professions Act*, *Pharmacy Act* *and* *College By-Law* respectively.

The Board individually and collectively upholds their fiduciary duty of undivided loyalty and good faith to the mandate of their corporation (in the OCP case, regulating the pharmacy sector in the public interest) to put the College's interests above all others when taking action and making decisions.

Specific Responsibilities

The Board:

- Is responsible for ensuring that the College achieves its public interest mandate and accomplishes its
- mission as stated in the College's strategic plan.
- Actively participates in the development and approves the College's Mission, Vision, and Strategic Plan, and commits to reviewing this plan on a regular basis (not more than every five years) to confirm relevance and to receive reports on the progress respecting implementation.
- Makes directional policies to steer the path relating to the philosophy and approach on the actions of the College or on the qualifications or conduct of the registrants of the College.
- Approves the standards of practice for the profession(s), including expectations for ethical practice and behaviour.
- Appoints the Registrar & CEO.
- Monitors the performance of the Registrar & CEO, inclusive of an annual performance review.
    - *The Registrar & CEO works with and for the Board to help achieve its mandate. The Board delegates the authority and responsibility to the Registrar & CEO to operationalize the Board's public interest mandate and strategic plan. The Registrar & CEO is appointed by the Board, as its Chief Executive Officer, to manage operations and College staff and accordingly, the Board does not involve itself in operational matters.*
- Reviews and approves the College's financial statements, auditor's report(s), and approves the annual
- operating and capital budgets to ensure that the necessary resources are in place to effectively fulfil
- the College's mandate and to give effect to the policy and strategic directions that it approves.
- Ensures that standing committees, task forces and/or working groups are established as required; that their respective terms of reference are approved, and that membership of the committees or task forces are selected or appointed in accordance with Board policies.
- Receives regular reports (minimum annually) from statutory and non-statutory committees, task forces, and appointed representatives.

- Performs an ongoing evaluation of the Board's effectiveness- as individual board members and as a board collectively, in carrying out its responsibilities and mandate.
- Establishes codes of conduct and ethical behavior for individual Board and committee members, and ensures enforcement measures are in place to address and manage breaches that may occur.

Amendment: The Board may amend this policy.
First Approval Date: December 7, 2020
Last Review: December 12, 2022
Last Revision: December 12, 2022
Next Review Date: XXX

Policy 2.2 Role of Individual Board Directors and Committee Appointees

Purpose:

To establish and articulate the role and accountabilities of Individual Board directors and Committee Appointees.

Application:

This policy applies to **all Directors and Committee Appointees.**

Policy:

Role

The role of Directors and Appointees is to make themselves available, prepare appropriately, attend, and actively and respectfully participate in all meetings, hearings, or other activities, such as panels of the statutory committees.

Specific Responsibilities

A Director / Appointee is expected to:

- Comply with the Code of Conduct.
- Demonstrate a Duty of Care which requires that board directors exercise the same care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Duty of Care requires board directors to take appropriate steps so that they can make sound, informed decisions. This duty includes:
  - Being Diligent – being prepared for meetings, reviewing materials, arriving on time, and participating in discussions.
  - Being Civil – respecting the process and fellow committee members, paying attention (e.g., no mobile devices during the meetings), genuine listening and consideration and adopting an objective approach to decision making.
  - Being Ethical – using College resources appropriately, being aware of the facts (e.g., reading the materials on a particular matter).
  - Being cognizant of and declaring Conflicts of Interest (e.g., financial, adjudicative, and organizational).
- Demonstrate accountability to the public through decision making that is grounded in the public interest.
- Understand and support the respective roles and responsibilities of the Board, Committees, and staff.
- Maintain constructive, collaborative, and mutually respectful relations with others.
- Conduct themselves both in person and on all social media in a manner that upholds their fiduciary duty to the College, and act as an ambassador of the OCP.
- Acquire knowledge of policies and procedures, including relevant legislation, strategic directions, and the Board values.
- Participate in orientation, training and education offered.
- To make decisions as a collective group and hold joint responsibility for decisions and actions taken by the Board or Committee, even in their absence.

Term of Office

The terms of office for professional members of the Board are as set out under the College By-law, sections and 5.6. Committee appointees are subject to one-year terms, renewed annually at the start of each Board year. The Terms of office of the Public Directors appointed by the Ontario government, are prescribed in the Order in Council by the Minister of Health.

Amendment: The Board may amend this policy.
First Approval Date: December 7, 2020
Last Review: December 12, 2022
Last Revision: December 12, 2022
Next Review Date: XXXX

Policy 2.3 The Role of the Board Chair

Purpose:

To establish and articulate the role and responsibilities of the Board Chair.

Application:

This policy applies to **the Board Chair**

Policy:

Duties of the Board Chair, and Vice-Chair are set out in the OCP By-law.

Role

The Chair provides leadership to the Board and Executive meetings and collaborates regularly with the CEO & Registrar to identify upcoming issues for the Executive Committee/Board's consideration; to keep abreast of any ongoing issues and to develop long range strategies for the Board.

Specific Responsibilities

The Chair:

- Chairs the Board and Executive Committee meetings.
- Works in partnership with the CEO & Registrar towards:
    - Orientation and training of all new members
    - Ongoing training and development opportunities for all members
    - Development of the meeting agendas
    - Considering seeking of legal advice on a matter, where necessary and appropriate
    - Facilitating Chair succession planning for the Board
- Manages circumstances where the Director or Board function is less than optimum, including introducing strategies to resolve conflicts which may arise.
- Facilitates regular Board evaluation and processes to ensure high levels of performance.
- In partnership with the CEO & Registrar, acts as a spokesperson for the College.
- With the CEO & Registrar, meets with various stakeholders on relevant College matters as required
- Provides a regular report of his/her activities between meetings, inclusive of stakeholder representation to the Executive Committee and to the Board at each meeting.
- Leads the CEO & Registrar's annual performance review.
- Supports a planning process for succession of a new Chair, and provides support to the incoming Chair at the end of his/her term.
- Conducts an exit interview with all departing Board members.

Term of Office

The Board Chair is elected/acclaimed at the first meeting of the Board following the election.

Amendment: The Board may amend this policy.
Approval Date: December 7, 2020
Last Review: December 7, 2020
Last Revision: December 7, 2020
Next Review Date: XXXX

Policy 2.4 Role of the Board Vice-Chair

Purpose:

To establish and articulate the role and responsibilities of the Board Vice-Chair.

Application:

This policy applies to **the Board Vice-Chair**

Policy:

Specific duties of the Vice-Chair are found in OCP By-law, Article 10.1.

Role

The Vice-Chair is elected by the Board to serve as an officer of the College and sits on the Executive Committee.

Specific Responsibilities

The Vice-Chair:

- Assumes the responsibilities of the Chair in their absence.
- Provides general support to the Chair.
- Collaborates with the Chair and the Registrar & CEO to assist in identifying issues and establishing priorities to be deliberated by the Board.
- Participates in meetings with the Registrar & CEO and the Chair related to the Registrar's performance review.
- Participates in other meetings upon invitation by the Chair.

Term of Office

The Board Vice-Chair is elected or acclaimed at the first meeting of the Board following the election.

Amendment: The Board may amend this policy.
First Approval Date: December 7, 2020
Last Review: December 12, 2022
Last Revision: December 12, 2022
Next Review Date: XXXX

Policy 2.5 Role of the Committees of the College

Purpose:

To establish and articulate the role and responsibilities of the College's Committees.

Application:

This policy generally applies to:

- **Statutory Committees of the College: (Executive; Registration; Quality Assurance; Inquiries, Complaints and Reports; Discipline; Fitness to Practice and Patient Relations Committees (required under the *RHPA)*; and the Accreditation Committee (required under the *Pharmacy Act);* and**
- **Standing Committees of the College: (Finance and Audit; Screening, Governance and Drug Preparation Premises Committees)**

Policy:

The committees of the College, including their respective composition and duties are found in Articles 8 and 9 of the OCP By-Law.

All committees shall report on its activities, at least annually, to the Board.

Role of Committees

The Board relies on committees to do the work necessary to give effect to its approved policy and strategic directions. As is the case with all regulatory Colleges in Ontario, OCP's Board delegates responsibility for such work to those committees which must be established under statute; to other committees which are not required, but are established by the Board.

Special Committees, task forces or working groups

The Board may, from time to time, appoint special Committees, task forces and working groups as it deems appropriate or necessary for the attainment of the objects of the College and the efficient conduct of its affairs. Every special Committee, task force or working group shall have specified terms of reference and a date upon which it shall dissolve. These committees, task forces or working groups generally develop policy recommendations for the Board's consideration, on specific and defined issues or directions.

Amendment: The Board may amend this policy.
First Approval Date: December 7, 2020
Last Review: December 12, 2022
Last Revision: December 7, 2020
Next Review Date: XXXX

Policy 2.6 Role of the CEO & Registrar

Purpose:

To establish and articulate the role and accountabilities of the CEO & Registrar of the College.

Application:

This policy applies to:

- **the CEO & Registrar,** who is the principal staff member retained by the Board to act as the College's Chief Executive Officer and execute specifically assigned legislative functions; and to
- **the Board** who, collectively, hold the CEO & Registrar accountable for his/her performance and may make revisions to this policy, from time to time

Policy:

Role and Accountability

As CEO, the role acts as a collaborative leader in the development and implementation of the College's vision, mission, values and strategic goals. The CEO is responsible for directing and managing the day to day operations and legislative programs of the College within set financial targets. The CEO hires and maintains an effective staff team, which includes providing timely and relevant strategy, policy and program information and recommendations to the Board and its Committees.

As Registrar, the role fulfills the statutory mandate of the role and provides the leadership and guidance needed to assist the Board in meeting its governance and legislative obligations.

The CEO & Registrar works collaboratively with the Board and its Chair to lead the College in positive directions that protect the public interest and is effective in developing working relationships and partnerships. The CEO & Registrar is accountable to the Board of the College through the Board Chair.

Specific Responsibilities

The CEO & Registrar is accountable for the following:

- Overseeing the operations of the College including managing College staff and fostering a culture of excellent public service;
- Ensuring that the staff compliment has the appropriate skillset and structure to deliver the services, programs and information consistent with the legislative framework;
- Providing information, advice, support and resources to the Board and its Committees in support of the College’s regulatory mandate;
- Guiding the development of strategic plans in partnership with the Board
- Developing and implementing operational plans that facilitate accomplishing strategic objectives and reporting performance against objectives to the Board regularly;
- Nurturing relationships with external stakeholders and, together with the Chair, representing the OCP to external stakeholders;
- Serving as spokesperson for the College in collaboration with the Chair.
- Coordinating regulatory initiatives with the government which includes holding regular meetings with the Ministry to deal with ongoing and emerging issues;
- Ensuring that the College upholds its regulatory mandate and complies with the RHPA, the Pharmacy Act, the Drug and Pharmacies Regulation Act and other relevant law;
- Managing the finances of the College to support delivery of its regulatory mandate and sustainability of operations

- Monitoring the financial viability of the College and providing relevant, timely and complete financial information to the Board to facilitate informed decision making;
- Scanning the regulatory environment for opportunities and threats to the mandate and viability of the College and providing relevant information respecting risks to the Board.

Amendment: The Board may amend this policy.
Approval Date: December 7, 2020
Last Review: December 7, 2020
Last Revision: December 7, 2020
Next Review Date: XXXX

SECTION 3 - POLICIES AND PROCESSES SUPPORTING GOOD GOVERNANCE

Policy 3.1 Orientation of Board Directors and Committee Appointees

Purpose:

To articulate the expectations for Board Directors and Committee Appointees regarding timely orientation to the College, Board and Committees.

Application:

This policy applies to:

- **All Board Directors**
- **All Committee Appointees**
- **The Registrar & CEO and the Board Chair -** who are responsible for coordinating and delivering orientation sessions for new Board Directors, and
- **The Committee Chairs and the respective committees' lead staff persons -** who are responsible for coordinating and delivering orientation to the new and returning appointees

Policy:

- All new Board Directors and Committees Appointees are expected to participate in orientation
- New Board Directors will be assigned a mentor to support their orientation to the Board
- Orientation to the Board will ideally be held before a new Director's first Board meeting; subsequent sessions may be held after that first meeting if deemed necessary
- An orientation/training session for all new Committee chairs will be held, after their election/selection or appointment as Chair, ideally before they chair their first meeting
- An orientation for all new Committee Appointees will be held ideally at the first meeting of the year, with a focus on the specific committee and its mandate as well as general orientation to the College.
- The Registrar & CEO and the Board Chair are responsible for coordinating and delivering all Board orientation sessions
- Committee Orientation is the responsibility of the Committee Chair and the committee's lead staff resource person(s)

The following key elements will be included in the orientation for **Board Directors**:

- Introduction to the Ontario College of Pharmacists, its legislative mandate and its obligations respecting regulation of pharmacy practice in Ontario
- Overview of the legislative and regulatory frameworks for pharmacy professionals and pharmacies in Ontario
- Review of the College's current strategic directions and goals
- Review of the College's current operations plan
- Review of the Board Policies
- Review of the College's financial position and its capacity to implement the strategic and operational plans
- Review of the College's Risk Register
- Introduction to principles of good regulatory governance
- Code of Conduct and attestation
- Confidentiality and Privacy
- Clarification of respective roles and responsibilities

- Expected engagement in evaluating Board performance through monitoring and evaluation processes (individual, collective, and Chair performance)

The following key elements will be included in the orientation for **Committee Appointees:**

- Introduction to the College, and brief overview of its legislative mandate and obligations respecting regulation of Pharmacy practice in Ontario
- An overview of how the Board's current strategic priorities, goals, and Board philosophies (presented, if possible, by the current Board Chair or Vice-Chair) relating to the work of the specific committee
- Review of the Committee Terms of Reference, and proposed work plan for the coming year
- Clarification of respective roles and responsibilities- Committee appointee, Chair, Staff
- Code of Conduct and attestation
- Confidentiality and Privacy and attestation
- Review of good governance principles, as these relate to the specific committee and its work
- Expected engagement in evaluating the Committee's performance through approved processes (meeting, individual, collective and Chair performance)
- In addition to general orientation that will be provided annually to all committees and new appointees, targeted orientation or training conducted by external expert(s) may be required.

Amendment: The Board may amend this policy.
First Approval Date: March 22, 2021
Last Review: December 12, 2022
Last Revision: December 12, 2022
Next Review Date: XXXX

Policy 3.2 Board Meeting Effectiveness Assessment Policy

Purpose:

The purpose of this policy is to provide the Board with an opportunity to examine how its meetings are operating and to make suggestions for improvement. It is not an assessment of any individual Director but rather is designed primarily to provide constructive input for the improvement of the Board as a whole or as a unit.

Application:

This policy applies to:

- **All Board Directors** - who will be expected to evaluate the meeting process semi-annually or more frequently at the direction of the Board Chair. Board Directors are reminded to be conscious of their own biases with respect to diversity and inclusion, including gender identity, when assessing others in their respective roles and ensure neutrality in their assessments.
- **The Board Chair** - who is responsible for receiving, analyzing and reporting back to the Board the results of the evaluation, including identified areas for improvement.

Policy:

Evaluating the Board meetings and processes on a regular basis is an international best governance practice and aligns with this College's commitment to continuous quality improvement in regulatory governance. The process will be periodically reviewed and amended as required to reflect changes in processes and ongoing relevance.

The Board will annually evaluate the effectiveness and efficiency of the Board as a whole, the Board Chair, and Committees.

Accountability

The Board Chair (or other specific designate) has responsibility for the ongoing monitoring and enforcement of this policy. The Board Chair will report on compliance with this policy to the Board at least once per year.

Procedure

- The Board Chair (or designate) will ask each Director to complete a board meeting effectiveness questionnaire.
- The Board Chair (or designate), will summarize the input of the Directors on a confidential basis and prepare a summary for the Board.
- The Chair and CEO & Registrar will receive a copy of the summarized results and it will be circulated to the Board in the materials for the next meeting in the Chair's report. Time will be set aside at that meeting for a full and comprehensive discussion of Board and Board meeting effectiveness, and for the establishment of improvement goals for the Board in the upcoming year.

Amendment: The Board may amend this policy.
Approval Date: March 21, 2021
Last Review: March 21, 2021
Last Revision: March 21, 2021
Next Review Date: XXXX

MEETING EVALUATION FORM:

***Please note all scores and comments will be anonymized before they are shared**

Materials	**Yes**	**No**
1. Were you able to access all of the materials in sufficient time for you to prepare for the meeting?		
2. Were relevant materials provided?		
3. Were the materials sufficient to assist you in deliberations and decision-making with respect to issues arising at the meeting?		
If your answer is No, please provide explanatory comments:		

Meeting Management	**Yes**	**No**
4. In your opinion, was the Board prepared and did they actively participate in the dialogue?		
Comments:		
5. Was the Board respectful and considerate of each other and of staff in encouraging and considering diverse viewpoints?		
Comments:		
6. Was the Chair effective in allowing all views to be heard while bringing the matter to a decision?		
Comments:		
7. Were decisions that the Board made consistent with the College's mandate to put public interest first?		
Comments:		
8. In your opinion, did Board discussions stray unnecessarily into operational matters?		
Comments:		

Overall satisfaction with the meeting	**Yes**	**No**
9. Did the Board accomplish its goals at the meeting today?		
Comments:		
10. Were the Board's decisions and discussions today appropriately focused on the Board's role of strategic direction and oversight?		
Comments:		

Meeting Process Evaluation	**Agree**	**Disagree**
11. Today's meeting started on time.		
12. The agenda was clear and realistic for the allotted meeting time.		
13. I had a clear understanding of the objectives for today's meeting.		
14. Agenda topics were appropriate (i.e. aligned with the College's legislative and regulatory responsibilities)		
15. Adequate background information was provided for each agenda item.		
16. The time spent on each item was appropriate.		
17. I felt supported and valued as a member of this Board.		
18. I felt comfortable and encouraged to discuss and share my opinions openly.		
19. Disagreements were handled openly, honestly, directly and respectfully.		
20. The Chair kept discussions on track.		
21. The Chair was prepared for the meeting.		
22. My peer participants appeared to be prepared for the meeting.		
23. Follow up action item responsibilities were clear to all meeting participants before the meeting was adjourned		
24. Overall, we accomplished our objectives for this meeting.		
25. The technology used for the meeting was effective		

If you answered "Disagree" in any of statements 10-23 please explain:

Please share any other comments that you believe would be useful feedback:

Name: _____

Policy 3.3 Evaluation of Directors and the Board

Purpose:

The purpose of this policy is to ensure the Board engages in regular evaluation processes as part of its commitment to demonstrate accountability and a desire to improve both individual and collective performance and effectiveness.

Application:

This policy applies to:

- **All Board Directors –** who will annually assess their own performance and the collective performance of the Board. Board Directors are reminded to be conscious of their own biases with respect to diversity and inclusion, including gender identity, when assessing others in their respective roles and ensure neutrality in their assessments.
- **The Executive Committee –** which will work with the CEO & Registrar to set out a list of ideal Board skills
- **The CEO & Registrar –** who will work with the Executive Committee to set out a list of ideal Board skills
- **The Governance Committee –** which determines the process of evaluation, receives results and reports overall anonymized results, and any recommendations, back to the Board
- **The Board Chair and Board Vice-Chair –** who will meet with individual Board Directors to discuss opportunities for Board and self-improvement of governance skills

Policy:

The Board wishes to improve the quality and depth of its collective skills as well as to improve the performance of the Board as a collective whole. Feedback and data will be gathered in three separate and distinct forms on a regular basis

1. On an annual basis, an objective, self-administered skills assessment will be performed in order to allow the Board to understand its own strengths, gaps and opportunities for improvement;
2. On a regular basis (but at least semi-annually) as determined by the Board Chair, the individual directors will provide anonymized feedback on their own performance in Board meetings; and
3. On a regular basis (but at least semi-annually) as determined by the Board Chair, the individual directors will provide anonymized feedback on the collective Board's performance in Board meetings.

Board Skills Assessment:

The annual evaluation process, which requires participation of all Board Directors, consists of five distinct parts to assess:

Part One – The Executive Committee, in consultation with the CEO & Registrar of the College, sets out a list of forward-looking, ideal skill standards for the Board of Directors as a whole to meet. This is a collaborative effort involving the Board Chair, the CEO & Registrar and should be based upon the forward-looking vision and plans for the College as determined by the Board. These will become the target for skills, performance and makeup of the Board as a whole. These ideal skills are NOT meant to be the standard to which each Director will be held. The skills analysis is designed solely to illustrate strengths and gaps in the Board's overall pool of talent;

Part Two – The Executive Committee will direct the Governance Committee to update the College's Director Skills Assessment Tool to align the tool with the current targets identified in Part One;

Part Three – The Governance Committee will oversee a Board Qualification review using the College's Director Skills Assessment Tool;

Part Four - Board Qualifications and Performance will be reviewed by the Governance Committee, the Board Chair and the CEO & Registrar, then with the entire Board ; and

Part Five - The Board Chair and Board Vice-Chair may meet to discuss opportunities for Board development and may also elect to meet with any number of Directors to discuss opportunities for Board Director development.

Procedure

- All Board Directors will participate annually in completing the Board assessment process which is mandatory and confidential.
- The Governance Committee may determine that analytics and/or reporting should be performed by an external third party. If an external third party is required, they will establish the assessment process in accordance with best practice and in consultation with the Executive Committee and the Governance Committee.
- Each Board Director will complete their individual assessment as well as the overall, anonymized Board assessment annually.
- The Governance Committee shall produce a report that sets out aggregate findings, identified trends or concerns and the overall averaged score for the Board's collective performance in each category.
- The Chair of the Governance Committee shall present the report to the Board Chair and then to the Board for consideration.
- The Governance Committee may consider and recommend training or development based on the feedback for the Board as a whole or for any individual Director of the Board.

Amendment: The Board may amend this policy.
Approval Date: March 21, 2021
Last Review: March 21, 2021
Last Revision: March 21, 2021
Next Review Date: XXXX

Individual Director Performance at Board Meetings – Self Assessment:

Director Performance Self Evaluation Questions

Self Assessment following the Board Meeting	Yes (check here)	No (please comment)
1. As a Director, I exercised my Duty of Care		
2. As a Director, I exercised my Duty of Loyalty		
3. As a Director, I reflected the College's mandate to serve the public interest		
4. As a Director, I understood the College's strategic plan, goals and directions		
5. As a Director, I demonstrated a good understanding of my role and responsibilities		
6. As a Director, I have avoided and declared professional and personal conflicts of interest		
7. As a Director, I understood and respected the roles of the Chair, the CEO & Registrar, the Committees and staff		
8. As a Director, I demonstrated my understanding of the role of the Board in oversight		
9. As a Director, I demonstrated an appropriate level of financial literacy		
10. As a Director, I contributed effectively to the overall performance of the Board		
11. As a Director, I communicated ideas and concepts effectively		
12. As a Director, I was able to think independently and was able to express a view contrary to the wider group's view		
13. As a Director, I listened and respected those with differing opinions		
14. As a Director, I supported all actions and decisions, once they have been made		
15. As a Director, I have contributed effectively to the overall performance of the Board		
16. As a Director, I exhibited sound, balanced judgment for the benefit of all stakeholders		

Individual Director Assessment of Overall Board Performance at Board Meetings:

Overall Board Performance Evaluation Questions

Self-Assessment following the Board Meeting	Yes (check here)	No (please comment)
1. All Directors of the Board exercised their Duty of Care		
2. All Directors of the Board exercised their Duty of Loyalty		
3. All Directors of the Board appeared to understand and reflect the College's mandate to serve the public interest		
4. Through it's discussion and decisions, the Board actively supported the College's Mission, Vision, and Strategic Plan and, in conjunction with the CEO & Registrar, reviewed the ongoing progress made towards implementation		
5. All Directors of the Board demonstrated a good understanding of their role and responsibilities		
6. All Directors of the Board understood and respected the roles of the Chair, the CEO & Registrar, the Committees and staff		
7. Through regular reporting from the Board Chair and the CEO & Registrar, the Board monitored the performance of the CEO & Registrar		
8. The Board was granted transparent access to and input into the College's financial reporting		
9. All Directors of the Board demonstrated an appropriate level of financial literacy		
10. The Board approved and or was updated on operating risks, the annual operating and capital budgets to ensure that the College has necessary resources to effectively fulfil its mandate, and to give effect to the policy and strategic directions that the Board has approved		
11. All Directors of the Board communicated ideas and concepts effectively		
12. The Board, was appraised of and given the opportunity to question the respective performance and terms of reference for committees, task forces or working groups; approved the members which had been selected or appointed, and monitored overall activities through, at minimum, annual reports from each committee		

13. All Directors of the Board appeared to think independently and were able to express a view contrary to the wider group's view		
14. All Directors of the Board listened and respected those with differing opinions		
15. All Directors of the Board appeared to support all actions and decisions, once they have been made		
16. All Directors of the Board contributed effectively to the overall performance of the Board		
17. The Board continued to support and engage in evaluation processes to fulfil Ministry expectations		

Policy 3.4 Evaluation of the Board Chair

Purpose:

The purpose of this policy is to set out the process for evaluation of and feedback to the Board Chair.

Application:

This policy applies to:

- **The Board Chair -** who will annually complete a self-assessment
- **Individual Board Directors -** who will each confidentially assess the performance of the Board Chair in each of the same categories used by the Chair in their self-assessment. Board Directors are reminded to be conscious of their own biases with respect to diversity and inclusion, including gender identity, when assessing others in their respective roles and ensure neutrality in their assessments.
- **The Governance Committee Chair** - who receives summarized results and discusses these and any identified opportunities for skills development, with the Board Chair.
- **The CEO and Registrar -** who is responsible for ensuring the results are summarized and the assessments are retained

Policy:

The process of evaluation of the Board Chair by other Board Directors is structured with a focus on quality improvement, to provide feedback to those in the role to strengthen their skill set and empower them to seek support where needed. The Board Chair will complete a self-assessment and receive feedback that includes comparison between their self-assessed score and average score attributed to them by the other Board Directors in each of the corresponding categories.

Procedure:

- Every second meeting Board Directors will be asked to complete an online assessment of the Board Chair's performance and Directors will be offered the opportunity to provide optional feedback on the alternate meetings.
- The Chair of the Governance Committee will receive and review completed assessments, summarize results and meet with the Board Chair to discuss the overall results and any identified opportunities for further skills development.
- Where there is considerable concern(s) expressed respecting the Board Chair's performance, the Chair of the Governance Committee may meet with one or more individual Board Directors to discuss their concerns.

Amendment: The Board may amend this policy.
Approval Date: March 21, 2021
Last Review: March 21, 2021
Last Revision: March 21, 2021
Next Review Date: XXXX

Board Chair Evaluation

Ratings / Scoring		
4	Outstanding/Above Average	Consistently performs beyond expectations; does more than is expected of a Chair; frequently contributes more than average.
3	Fully Satisfactory	Consistently demonstrates the performance expected of a Chair; a solid performer.
2	Adequate	Demonstrates the expected competency but may be inconsistent or has minor weaknesses that could be improved with attention.
1	Could improve	Would benefit by modifying aspects of behaviours to meet the expectations.
X	N/A	Cannot assess the individual on this question; lack of exposure to, or knowledge of, demonstrated behaviours or traits. [2]

Chair Assessment	**Score**
1. I/the Chair conduct(s) the meeting in a way that moves the business of the Board forward while ensuring the integrity and effectiveness of the Board's governance role and processes.	
2. I/the Chair allow(s) adequate time for discussion.	
3. I/the Chair ensure(s) all sides of an issue are heard.	
4. I/the Chair ensure(s) the Board has the necessary information or advice to make decisions.	
5. I/the Chair regularly draw(s) reference to the College's public interest mandate and ensures that the Board operates in accordance with its obligations to meet it	
6. I/the Chair invest(s) time in building relationships with the CEO & Registrar and the Board Directors.	
7. I/the Chair understand(s) the Chair's role as the spokesperson for the Board.	
8. I/the Chair represent(s) the Board with the CEO & Registrar, as required and help(s) to build appropriate relationships with key stakeholders.	
9. I/the Chair promote(s) a positive Board culture.	
10. I/the Chair am/is well prepared for meetings.	
11. I/the Chair am/is effective at demonstrating the core values of compassion, respect, honesty and teamwork.	
12. I/the Chair am/is committed to the mission, vision and strategic plan of the OCP	
13. I/the Chair recognize(s) the ultimate authority of the board and does not attempt to usurp that authority.	
14. I/the Chair facilitate(s) oversight of the CEO & Registrar by the Board as a whole.	
15. I/the Chair ensure(s) the integrity of Board processes.	
16. I/the Chair behave(s) consistently with the bylaws and Board policies and procedures and the Code of Conduct.	
17. I/the Chair communicate(s) effectively and clearly	
18. Overall, I/the Chair has carried out my/their role effectively and in accordance with the Board approved role description.	

[2] All Directors who have been on the Board for more than two or more meetings will complete the assessment.

Policy 3.5 Performance Reviews of Committees

Purpose:

The purpose of this policy is to set out the process for semi-annual evaluation of Board Committees and the performance of Committee members.

Application:

This policy applies to:

- **All Committee Appointees (including Board Directors appointed to Committees)** - who will participate in the reviews. All committee appointees are reminded to be conscious of their own biases with respect to diversity and inclusion, including gender identity, when assessing others in their respective roles and ensure neutrality in their assessments
- **All Committee Chairs** - who will participate in and receive results of the reviews
- **Past Committee Chairs** - as per Policy 1.7, will provide the Governance Committee with advice regarding the development of the subsequent year's Committee slate for recommendation by the Governance Committee and consideration by the Board
- **The Governance Committee** - who will receive reports relating to the performance of Appointees to be considered when the annual Committee slate is populated
- **The Board** - who will receive Committee reports at least annually

Policy:

Semi-Annually or at the direction of the Board Chair:

- All Committee appointees will complete:
    - An objective and reflective assessment of the Committee Appointee's:
        - Perspectives on self-performance;
        - Perspectives on the performance of the Committee as a whole; and
        - An expression of interest in reappointment
- The Committee Chairs will complete, at the direction of the Board Chair:
    - An annual Self-Assessment of their performance as Committee Chair
    - Committee Appointee Performance Assessments, in conjunction with Committee staff support, with a view to assess competence, availability and suitability for reappointment
- The Committee Chair and the Chair of the Governance Committee will receive summarized results from the assessments.
- The Committee Chair may seek individual meetings with one or more Committee Appointees if specific concerns arise from the members' assessments.
- The Committee Chair will include anonymized information from the feedback in their annual report to the Board.

Amendment: The Board may amend this policy.
Approval Date: March 21, 2021
Last Review: March 21, 2021
Last Revision: March 21, 2021
Next Review Date: XXXX

Committee Evaluation

**to be completed by each Committee, at least semi-annually, or more frequently if so directed by the Chair*

Name:

Committee: Date:

Question	Yes	If No or please indicate that you would identify this as an area for growth
1. As a Committee Member, I understand the College's public interest mandate and how the Committee serve fits within that mandate and the Terms of Reference for the Committee.		
2. As a Committee Member, I understand and respect the framework of legislation, regulations, bylaws and policies which guide the College's and this Committee's activities.		
3. As a Committee Member, I understand the duties expected of me regarding my role on the Committee.		
4. As a Committee Member, I feel that I am fully prepared and able to perform my duties with regards to my role on the Committee.		
5. As a Committee Member, I feel that I have a clear understanding of the objectives for the meetings I attend and that agenda topics are aligned with the Committee's Terms of Reference.		
6. As a Committee Member, I maintain committee discussions at a level consistent with my role(s) on the committee and where applicable, without confusing it with my role on the Board (if any).		
7. As a Committee Member, I feel supported and valued as a member of this Committee.		
8. As a Committee Member, I demonstrate leadership and professionalism in my interactions with staff and with other committee appointees.		
9. As a Committee Member, I felt encouraged to discuss and share my opinions openly.		
10. As a Committee Member, I feel that my fellow Committee members come prepared for the meetings.		
11. As a Committee Member, I feel that disagreements are handled openly, honestly and directly.		
12. As a Committee Member, I feel that the Committee Chair keeps the meeting on track.		

13. As a Committee Member, I feel that follow-up action item responsibilities are clear to all meeting participants.		
14. As a Committee Member, I feel that the Committee meets its objectives for its meetings.		
15. As a Committee Member, I remain interested in reappointment to this Committee.		

Additional Comments:

Policy 3.6 Registrar & CEO Annual Performance Evaluation and Compensation

Purpose:

This policy sets out the responsibilities of the various parties respecting the processes related to overseeing and evaluating the Registrar & CEO's performance and compensation.

Application:

- The Board of Directors is responsible for the appointment and performance management of the Registrar & CEO.
- The Board of Directors will oversee and participate in evaluating Registrar & CEO performance based on progress towards achieving mutually agreed upon goals on an annual basis.
- Performance management supports, reinforces and integrates the achievement of the Strategic Plan, the annual Operational Plan priorities and legislative duty/requirements.
- Registrar & CEO performance goals will enable cascading organizational goals within the organization to align performance and strategic goals at all levels.

Roles & Responsibilities:

- The **Chair and Vice-Chair of the Board** are responsible for overseeing and communicating the performance and the annual performance evaluation of the Registrar & CEO by soliciting feedback from Board Directors, obtaining approval from the Executive Committee, delivering and sharing the results.
- The **Executive Committee** is responsible for approving the Registrar & CEO's annual goals, the annual evaluation performance process, and in accordance with the current by-laws, is responsible for reviewing the compensation of the Registrar & CEO.
- All **Board Directors** will, at least annually, participate in the evaluation process. Board Directors are expected to conduct assessments in a manner consistent with human rights obligations by actively identifying and addressing personal bias and ensuring neutrality and fairness when assessing others in their respective roles.

Registrar & CEO Annual Performance Evaluation Process:

- Goal setting, performance reporting and monitoring, and evaluation steps are the key elements in the overall process flow.
- A detailed evaluation process flow document will be maintained that outlines the key evaluation process steps and responsibilities.
- Communication for both clarity and transparency is an important component of the process document. Although communication steps are identified in the process flow, the specific methods of communication are not detailed to allow for some situational flexibility and continuous improvement over time.
- Key Stages in the Annual Performance Evaluation Process include:
- <u>Performance Planning & Goal Setting</u>
    - The Registrar & CEO will draft annual performance goals, for approval by the Executive Committee. The format of goal setting will be established between the Registrar & CEO and the Executive Committee.
    - Approved goals will be shared with the Board and align with the annual goals, priorities and budget approved by the Board.
- <u>Performance Reporting & Monitoring</u>
    - The Registrar & CEO will maintain regular reporting of progress against goals to the Board via the Executive Committee.

- At least once during the performance year, the Chair and Vice Chair will meet with the CEO & Registrar to discuss progress on goals and assess if any adjustments are warranted. Any adjustments will follow the same approvals and transparency steps as set out during the planning phase.

- Evaluation & Review
  - The process contemplates the use of an external consultant to be contracted to coordinate and support the annual performance evaluation of the Registrar & CEO, at the conclusion of each Board year. Selection of a third party consultant will be a shared responsibility between the Executive Committee and the Registrar & CEO.
  - The annual performance evaluation will align with the regulated mandate of the College and will focus on:
    - Performance against established goals;
    - Assessment of leadership competencies; and
    - Obtaining feedback from key stakeholders regarding perceptions of the CEO & Registrar's strengths and/or identified areas for development.
  - The views of all Board members will be solicited as part of annual review cycle in a process coordinated by the External Consultant.
  - The External Consultant synthesizes feedback from the Registrar & CEO's self-evaluation along with feedback obtained from Board members and key stakeholders for discussion with the Executive Committee for finalizing an approved review, and also attends an in-camera session at the year-end Board meeting, to discuss results and future professional development plans with the Board.
  - The Board Chair and Board Vice-Chair meet with the Registrar & CEO to deliver and discuss the performance appraisal, and may if they so choose, work with the External Consultant and/or the CEO & Registrar to set goals for development over the upcoming year.

Registrar & CEO Compensation:

Once the Board has completed the Registrar & CEO performance evaluation, the Executive Committee will determine any changes to the Registrar & CEO's compensation for the coming year, in accordance with the Compensation Framework of the College.

There is a formal, and transparent process for determining compensation, overseen by the Executive Committee on behalf of the Board.

The Compensation Framework is the structured approach the organization uses to determine Registrar & CEO's compensation each year. It ensures that decisions are consistent, fair, transparent, and aligned with organizational goals. The framework considers market benchmarking for similar roles in comparable organizations and trends within the broader public, regulatory, or not-for-profit sector and total rewards perspective (base salary, benefits and pension plan etc.).

Amendment: The Board may amend this policy.
Approval Date: March 21, 2021
Last Review: March 2, 2026
Last Revision: March 2, 2026
Next Review Date: XXXX

Policy 3.7 Conduct of Directors and Committee Appointees and Sanctions Process

Purpose:

The purpose of this Policy is:

- To ensure a shared understanding of the expectations of Board Directors and Committee Appointees; and
- To articulate the process for remediation or, where necessary, sanctions for a breach of the Code of Conduct or the other criteria set out in the By-Laws warranting possible disqualification, censure or similar action ("Disqualifying Criteria").

The Code of Conduct is set out in the Appendix. The Code of Conduct attempts to provide examples of conduct or an omission that is reasonably regarded by the Board as being disgraceful, dishonourable, unprofessional or unbecoming a Director or a member of a Committee as stated in the By-Laws.

Application:

This policy applies to:

- **All Board Directors and Committee Appointees** – who are expected to read, understand the provisions set out within the Board's approved Code of Conduct and other Disqualifying Criteria and sign undertakings[3] of acknowledgement and agreement to adhere to these provisions
- **The Governance Committee and/or Executive Committee** – who will consider the concerns and/or possible breaches of the Code of Conduct or other Disqualifying Criteria and initiate investigations
- **The Board Chair and CEO & Registrar** – who will together oversee the investigation and sanction process
- **The Board** – who will receive a report regarding the outcome of investigations and if necessary, vote on the outcomes of the investigations and proposed sanctions

In all cases where an individual is the subject of the concern or complaint the individual will not participate in the discovery/investigation and shall recuse themselves from all discussions on the matter apart from participating in the investigation or the resolution (where the individual shall be provided an opportunity to respond to the concern or complaint).

Policy:

The College's Code of Conduct and other Disqualifying Criteria sets out the expectation that Board Directors, and Committee Appointees will put the interests of the College and the Public above their own or other interests. All Board Directors and Committee Appointees are expected to exhibit conduct that is ethical, businesslike, and lawful, in a manner that is consistent with the nature of the responsibilities of the Board and the confidence bestowed on it by the public and the registrants. The Board, each individual member of the Board, individual Committee Appointees and any or all of these groups as a whole, are accountable for their individual and overall conduct.

The processes to be followed may slightly differ, depending on whether the conduct of concern relates to a Board Director or a Committee Appointee, as set out below.

[3] See policy 3.10

Concerns with Board Directors

When a matter or a concern arises regarding the conduct of a Board Director, or an alleged breach by a Board Director of the Code of Conduct or other Disqualifying Criteria, the following process will be followed to assure fairness and to protect the reputation and liability of the College and its Board.

- All concerns related to the conduct of a Board Director should be brought to the attention of either the Board Chair, the CEO & Registrar or the Board Vice-Chair who shall bring the concern or complaint to the Governance Committee or, if the Governance Committee is unable to address the concern or complaint, the Executive Committee may appoint another Committee to fulfill the Governance Committee's duties or perform such duties itself. The individual who is the subject of the concern or complaint will be notified by the Chair of the Governance Committee or other Committee.
- All concerns must be documented, specifically the questionable conduct, in sufficient detail to enable it to be understood. The documentation should identify the element(s) of the Code or other Disqualifying Criteria that is/are of concern and include, where relevant, supporting evidence. The documentation will include a synopsis of the resolution.
- After review of all material, if it is determined that further action is required, the Governance Chair or alternative chair, in conjunction with the Board Chair or delegate will meet with the individual and either:
    I. recommend that the individual participate in coaching and/or further training or development, or
    II. inform the Director that the concern is significant to warrant next steps; and outline the process to be followed for investigating a concern or complaint of a serious nature including the following steps, where appropriate:

        (a) if the Governance Committee or other Committee, after any inquiry it deems appropriate, concludes that the concern or complaint warrants formal investigation, it shall appoint an independent third party, such as a retired Judge or a senior lawyer who does not otherwise act for the College, to conduct the investigation. In addition to any other investigative steps, the independent third party shall notify the Director of his or her right to retain a lawyer and shall provide an opportunity for the Director to respond to the concern or complaint;

        (b) as soon as feasible, the independent third party shall report the results of the investigation in writing to the Governance Committee or other Committee and to the Director. The report shall include the independent third party's findings of fact and his or her opinion as to whether grounds for taking formal governance action against the Director set out in subparagraph 5.19.2 of the By-Laws have been met and, if so, the apparent significance of the breach;

        (c) if the Governance Committee or other Committee determines that formal governance action is warranted it shall be placed on the agenda of the next regular Board meeting unless a special meeting is called before then to address the matter. Participation in the investigation and referral process does not render the members of the Governance Committee or other Committee ineligible to participate and vote on the matter at the Board;

(d) before the Board decides whether to take formal governance action, the Director shall be afforded an opportunity to address the Board for a period of no less than one (1) hour. The Director shall not take part in the deliberation or vote;

(e) the Board shall determine in accordance with subparagraph 5.19.3 of the By-Laws whether grounds for taking formal governance action against the Director set out in subparagraph 5.19.2 have been met and, if so, whether the breach warrants the imposition of a governance sanction; and

(f) where the Board determines that grounds for taking formal governance action against the Director set out in subparagraph 5.19.2 have not been met and that formal governance action is not warranted, the Board may direct the College to reimburse the Director for all or part of the Director's legal expenses.

All decisions taken are to be recorded and kept in the individual's file.

Procedural and other Safeguards
When considering whether to impose a sanction, and which sanction to impose, the Board shall be mindful of the general principle of proportionality in determining whether the sanction should, where possible, be more remedial or punitive in nature.

Concerns with Committee Appointees

When a matter or a concern arises regarding the conduct of a non-Board of Director Committee Appointees or an alleged breach by a Committee Appointee of the Code of Conduct or other Disqualifying Criteriat, the following process will be followed to assure fairness and to protect the reputation and liability of the College and its Board and Committees.

- All concerns related to the conduct of a Committee Appointee should be brought to the attention of either the Committee Chair(s), the Board Chair, the Board Vice-Chair or the CEO & Registrar who shall bring the concern to the Chair of the Governance Committee. The subject of the concern or complaint is notified by the Chair of the Governance Committee. If the Committee Appointee serves on other Committees, the Governance Chair will determine if the conduct impacts other appointments and confer with the Chair accordingly.
- All concerns must be documented, specifically the questionable conduct, in sufficient detail to enable it to be understood. The documentation should identify the element(s) of the Code or other Disqualifying Criteria that is/are of concern and include, where relevant, supporting evidence. The documentation will include a synopsis of the resolution.
- After review of all material, if it is determined that further action is required, the Governance Chair, in conjunction with the Committee Chair will meet with the individual and either:
  i. provide opportunities for coaching and/or further training or development if recommended; or
  ii. inform the Appointee that a significant concern exists and the next steps.
- Where probable grounds for a serious breach of the Code of Conduct or other Disqualifying Criteria exist, the Board Chair and Governance Committee Chair will ask the appointee to resign.

- Should the appointee decline to resign, the Governance Committee Chair will ask the CEO & Registrar and Board Chair to bring the concern forward to the Board to determine if the appointee should be disqualified from sitting on the committee.
- Before the Board decides whether to disqualify the appointee, the individual shall be afforded an opportunity to address the Board.
- The Board's decision in accordance with paragraph 13.6 of the By-Laws will be considered final.

All decisions taken are to be recorded and kept in the individual's file.

Departure from Procedures under this Policy

In exceptional circumstances the Board and others described in this Policy may vary the procedures set out so long as the procedure remains fair.

Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
Last Review: March 22, 2021
Last Revision: June 14, 2021
Next Review Date: XXXX

Appendix

THE "CODE OF CONDUCT" FOR DIRECTORS AND COMMITTEE MEMBERS

Directors and members of Committees shall,

(a) be familiar and comply with the provisions of the *Regulated Health Professions Act, 1991*, the *Health Professions Procedural Code*, the *Pharmacy Act*, the *Drug and Pharmacies Regulation Act* and their regulations, and the by-laws and policies of the College;

(b) be prepared to participate in Board meetings and Committee work including reading background materials and briefing documents;

(c) diligently take part in Committee work and actively serve on Committees as appointed by the Board;

(d) regularly attend meetings on time and participate constructively in discussions;

(e) offer opinions and express views on matters before the College, Board and Committee, when appropriate;

(f) participate in all deliberations in a respectful and courteous manner, recognizing the diverse background, skills and experience of Directors and Committee members;

(g) uphold the decisions made by a majority of the Board and Committees, regardless of the level of prior individual disagreement;

(h) place the interests of the College, Board and Committee above other interests;

(i) avoid and, where that is not possible, declare any appearance of or actual conflicts of interest and remove oneself from discussing or voting on any issue where there is a conflict of interest;

(j) refrain from including or referencing Director or Committee titles or positions held at the College in any personal or business promotional materials, advertisements and business cards (although referencing one's titles or positions held at the College in one's curriculum vitae is acceptable so long as the curriculum vitae is not overtly used in a promotional manner);

(k) preserve confidentiality of all information before the Board or Committee unless disclosure has been authorized by the Board or is otherwise exempted under the RHPA (e.g., it is already in the public domain);

(l) refrain from attempting to influence a statutory decision unless one is a member of a panel of the Committee or, where there is no panel, of the Committee dealing with the matter;

(m) respect the boundaries of staff whose role is not to report to or work for individual Directors or Committee members including not contacting staff members directly, except on matters where the staff member has been assigned to provide administrative support to that Committee or the Board or where otherwise appropriate; and

(n) be respectful of others and not engage in behaviour that might reasonably be perceived as verbal, physical or sexual abuse or harassment.

Policy 3.8 Confidentiality and Privacy

Purpose:

This Policy sets out the confidentiality and privacy obligations of all Board Directors and Committee Appointees regarding information that comes to them in their roles at the College, and how potential breaches are reported and addressed.

This Policy addresses general confidentiality and privacy obligations. Requirements specific to in-camera proceedings are set out in the College's In-Camera policy, which operates in tandem with this Policy.

Application:

This Policy applies to:

- **All Board Directors and Committee Appointees**, both during and after their term of service.

Definitions:

"Confidential Information" means all information obtained by an individual in the course of carrying out their duties, in any form (written, oral, electronic, or observed). Under subsection 36(1) of the Regulated Health Professions Act, 1991 (RHPA), such information is confidential unless an exception applies or the information is already properly in the public domain. Confidential Information includes, without limitation, in-camera proceedings and materials, information about registrants and complaints, legal advice, personnel matters, and unpublished Board and Committee materials and deliberations.

"Personal Information" means information about an identifiable individual, including registrants, complainants, patients, staff, and members of the public.

"Confidentiality Breach" means the unauthorized disclosure of Confidential Information.

"Privacy Breach" means the collection, use, disclosure, retention, or loss of Personal Information other than as authorized, including accidental loss or misdirection.

"Privacy Officer" means the College's General Counsel and Chief Privacy Officer (CPO), who administers the College's Privacy Code and privacy program.

Guiding Principles:

Confidentiality as a starting point. Information obtained in a College governance role is confidential unless a legal exception applies or disclosure has been authorized.

Confidentiality where required; transparency where possible. The College also has an obligation to be transparent about its activities. Where there is no compelling reason – such as a legal requirement of confidentiality – to keep information private, the College's orientation is toward placing information in the public domain. Decisions about what is shared publicly are made by the College through its established processes, not by individual Directors or Appointees.

A reporting culture, not a blame culture. The College's privacy program is built on transparency, inclusion, and cooperation. Prompt reporting of breaches – including one's own honest mistakes – is expected, valued, and treated non-punitively. This approach produces better protection of information than a punishment-based system in which people hesitate to report.

Proportionate response. Most breaches are honest, minor mistakes and are handled operationally through containment, remediation, and learning. Formal conduct processes and associated sanctions are to be reserved for the most serious situations.

Part A: Confidentiality:

The Statutory Duty

Every person involved in the governance and administration of the College is subject to a stringent duty of confidentiality under subsection 36(1) of the RHPA. This duty:

- applies to all information obtained in the course of one's duties, subject only to the exceptions set out in subsection 36(1), which are reproduced in Appendix A (for example, where disclosure is required in connection with the administration of the governing legislation, or is otherwise authorized);
- **continues after a Board Director or Committee Appointee's role at the College ends** – the duty does not expire with the term; and
- is enforceable by prosecution, with fines of up to $50,000 on conviction (subsections 40(2) and (3) of the RHPA).

While the statute provides for significant penalties, the outcome sought by the legislation is the preservation of confidentiality. The College pursues that outcome primarily through education, sound information-handling practices, and a culture of prompt reporting and remediation, reserving enforcement mechanisms for the most serious situations (see "Reporting and Responding to Breaches" below).

Practical Expectations

Board Directors and Committee Appointees shall:

- not disclose or discuss Confidential Information outside of Board or Committee proceedings, including with family, friends, colleagues, employers, professional associations, or other registrants;
- disclose Confidential Information only where one of the statutory exceptions in subsection 36(1) of the RHPA applies – the exceptions are listed in full in Appendix A – or where disclosure has otherwise been authorized by the College;
- keep what is said in camera, in camera, and follow the College's In-Camera policy for those proceedings;
- direct external inquiries (including from media, government, or stakeholders) to the appropriate College channel rather than commenting on College matters personally, unless authorized to speak for the College;
- not use Confidential Information for personal benefit or the benefit of any other person or organization;
- maintain these obligations after their term of service ends; and
- consult the Privacy Officer whenever in doubt about whether information may be shared.

Information Handling and Modern Risks

Board Directors and Committee Appointees shall protect College information in all formats and settings, and in particular shall:

- where required, access and store Board and Committee materials only through College-provided or College-approved systems, and not forward them to personal email accounts or personal storage services;

- follow and apply current/updated OCP guidance related to board work and various committee work on printing, downloading or storing materials as may be provided by OCP from time to time;
- apply appropriate safeguards when using personal devices to access College systems (such as passcodes and up-to-date software), and report a lost or compromised device promptly;
- not enter Confidential Information or Personal Information into artificial intelligence tools or other external services unless the tool has been approved by the College for that use;
- take reasonable care with physical materials, including secure storage and secure destruction or return of materials when no longer needed or at the end of a term; and
- avoid discussing or displaying Confidential Information in public or unsecured settings.

Part B: Privacy:

As a professional regulatory body, the College is a custodian of considerable Personal Information. Personal Information collected and handled by the College is subject to the College's Privacy Code, which sets out the College's policies and procedures.

The Privacy Code and the College's privacy program are administered by the College's General Counsel and Chief Privacy Officer. This governance-level Policy is aligned with, and operates as part of, the College's overall Privacy Framework; there is one consistent approach across the organization.

Board Directors and Committee Appointees shall collect, use, and access Personal Information only to the extent necessary to perform their College roles, and shall handle it in accordance with the Privacy Code and this Policy.

Reporting and Responding to Breaches:

Report Promptly – Without Fear

Any Board Director or Committee Appointee who becomes aware of an actual or suspected Confidentiality Breach or Privacy Breach, including their own, shall report it promptly to the Privacy Officer (or, where the Privacy Officer is conflicted, to the Registrar & CEO). Early reporting is the single most important step in limiting harm.

How Most Breaches Are Handled

Most breaches are honest mistakes. They are reported, contained, assessed, and remediated operationally through the College's privacy program – the same way privacy incidents are handled on the operational side of the College. This ordinarily involves:

- containment of the breach and recovery of information where possible;
- assessment of the nature of the information and the risk of harm;
- notification of affected individuals or others, where warranted; and
- remediation and learning, including any adjustments to practices, guidance, or training.

A breach handled in this way is not a conduct matter. Routine breaches are not treated as automatic 'infractions' of the Code of Conduct, and good-faith reporting will never be penalized. Treating honest mistakes punitively discourages reporting and undermines the very outcome – the protection of information – that the law and this Policy exist to achieve.

When a Breach Becomes a Conduct Matter

A breach may be referred to the processes under Policy 3.7 (conduct of Board Directors and Committee Appointees) and, in the most serious cases, may engage associated sanctions only where the seriousness of the situation warrants it. Indicators of seriousness include one or more of the following:

- the disclosure was deliberate, or reckless where obvious and significant risk existed;
- the information was used or disclosed for personal benefit, or to harm or disadvantage another person or the College;
- the individual concealed the breach or failed to report it after becoming aware of it;
- the conduct is repeated, particularly after guidance, training, or a prior remediation; or
- the breach caused, or risked, significant harm to individuals or to the College's ability to fulfill its public interest mandate.

The Privacy Officer will assess seriousness in the first instance and will advise the Governance Committee Chair where a referral under Policy 3.7 appears warranted. Escalation is the exception, reserved for egregious or repeated situations involving significant infractions; the ordinary route for breaches is operational remediation as described above.

Annual Acknowledgements:

Each year, Board Directors and Committee Appointees confirm their understanding of their confidentiality and privacy obligations through signed acknowledgements (see Policy 3.10, Annual Attestations).

Related Instruments:

- Policy 3.7 – Conduct of Board Directors and Committee Appointees, as amended from time to time
- The Code of Conduct for Board Directors and Committee Appointees (see Policy 3.7)
- Conflict of Interest policy (Policy 3.9)
- In-Camera policy (Policy 3.14)
- The College's Privacy Code and overall Privacy Framework

Amendment: The Board may amend this policy.
Approval Date: March 21, 2021
Last Revision: September 29, 2026
Next Review Date: XXXX

Appendix A: Statutory Expectations to Confidentiality (RHPA, subsection 36(1))

Subsection 36(1) of the Regulated Health Professions Act, 1991 (RHPA) requires every Board Director and Committee Appointee to keep confidential all information that comes to their knowledge in the course of their duties, and prohibits communicating that information to any other person except in the circumstances the subsection sets out. Those statutory exceptions, together with the related limitations that qualify them, are reproduced below so that the full list is available in one place.

The exceptions describe when disclosure is permitted by law; they do not authorize individual Board Directors or Committee Appointees to decide on their own that an exception applies. Decisions about disclosure under an exception are made by the College through its established processes. Board Directors and Committee Appointees should consult the Privacy Officer before relying on any exception.

Duty of confidentiality and statutory exceptions

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

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

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

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

(d) as may be required for the administration of the Drug Interchangeability and Dispensing Fee Act, the Healing Arts Radiation Protection Act, the Health Insurance Act, the Health Protection and Promotion Act, the Independent Health Facilities Act, the Laboratory and Specimen Collection Centre Licensing Act, the Fixing Long-Term Care Act, 2021, the Retirement Homes Act, 2010, the Ontario Drug Benefit Act, the Coroners Act, the Controlled Drugs and Substances Act (Canada) and the Food and Drugs Act (Canada);

(d.1) for a prescribed purpose, to a public hospital that employs or provides privileges to a member of a College, where the College is investigating a complaint about that member or where the information was obtained by an investigator appointed pursuant to subsection 75 (1) or (2) of the Code, subject to the limitations, if any, provided for in regulations made under section 43;

(d.2) for a prescribed purpose, to a person other than a public hospital who belongs to a class provided for in regulations made under section 43, where a College is investigating a complaint about a member of the College or where the information was obtained by an investigator appointed pursuant to subsection 75 (1) or (2) of the Code, subject to the limitations, if any, provided for in the regulations;

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

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

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

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

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

(j) with the written consent of the person to whom the information relates; or

(k) to the Minister in order to allow the Minister to determine,

(i) whether the College is fulfilling its duties and carrying out its objects under this Act, a health profession Act, the Drug and Pharmacies Regulation Act or the Drug Interchangeability and Dispensing Fee Act, or

(ii) whether the Minister should exercise any power of the Minister under this Act, or any Act mentioned in subclause (i).

Related limitations on the exceptions (RHPA, subsections 36(1.1) to 36(1.6))

(1.1) Clauses (1) (c) and (d) do not apply with respect to reports required under section 85.1 or 85.2 of the Code.

(1.2) In clause (1) (e), "law enforcement proceeding" means a proceeding in a court or tribunal that could result in a penalty or sanction being imposed.

(1.3) No person or member described in subsection (1) shall disclose, under clause (1) (e), any information with respect to a person other than a member.

(1.4) Nothing in clause (1) (e) shall require a person described in subsection (1) to disclose information to a police officer unless the information is required to be produced under a warrant.

(1.5) Information disclosed under clause (1) (g) shall be limited to the fact that an investigation is or is not underway and shall not include any other information.

(1.6) Information disclosed to the Minister under clause (1) (k) shall only be used or disclosed for the purpose for which it was provided to the Minister or for a consistent purpose.

Source: Regulated Health Professions Act, 1991, S.O. 1991, c. 18, s. 36, as consolidated on Ontario e-Laws. In this Appendix, "the Code" means the Health Professions Procedural Code (Schedule 2 to the RHPA). This extract is provided for convenience; in the event of any discrepancy, the statute as consolidated on e-Laws governs.

Policy 3.9 Conflicts of Interest

Purpose:

This policy sets out the expectations on Board Directors and Committee appointees ("Fiduciaries") to identify, avoid where possible, disclose, and manage actual, apparent, and potential conflicts of interest. It is designed to support a Board culture in which early disclosure is expected, valued, and free of stigma, and in which conflicts are addressed consistently, proportionately, and in the public interest.

Application:

This policy applies to:

- **All Board Directors and Committee appointees**

Certain obligations continue to apply to former Fiduciaries after their term ends (see Standard 10).

Definitions:

Conflict of Interest: A circumstance in which a Fiduciary has a Material Interest – whether financial, personal, or professional, and whether direct or indirect – that could improperly influence, or could reasonably be perceived by an informed member of the public to influence, the Fiduciary's judgment in carrying out their duties to the College. Holding views about pharmacy practice or public policy is not, on its own, a conflict of interest; a personal commitment becomes a conflict only where it is so strongly held that it cannot be set aside in the public interest (see Standard 6). A conflict may be:

- **Actual** – the interest is engaged by a matter before the Fiduciary;
- **Apparent** – a reasonable, informed member of the public could conclude that the interest might influence the Fiduciary, whether or not it actually does; or
- **Potential** – the interest could develop into an actual or apparent conflict as a matter proceeds.

Interest: Any financial, personal, professional, or other interest that could reasonably be seen to influence a Fiduciary's judgment, including without limitation:

- **Financial interest** – employment, ownership, investment, remuneration, a gift or other benefit, or any other economic advantage or disadvantage;
- **Personal interest** – a family, close personal, or other significant relationship with a person or organization affected by a matter; and
- **Professional interest** – a role, affiliation, loyalty, or prospect of advancement or advantage in respect of another organization, whether or not it can be measured in money, including an employer, academic institution, healthcare organization, professional association, advocacy group, research body, or commercial entity.

Direct Interest: An Interest held personally by the Fiduciary – for example, their own employment, business, financial holdings, or professional role.

Indirect Interest: An Interest that arises through a person or organization closely connected to the Fiduciary – such as a spouse, child, close friend, business partner, or employer, or an organization with which the Fiduciary or their organization has a significant relationship (including one that solicits or receives significant funding from an entity with a matter before the College) – where that Interest could reasonably be seen to influence the Fiduciary. Whether an Interest is direct or indirect does not change whether it must be disclosed; it is one of the circumstances considered in determining whether a conflict exists.

Decision-maker: A Board Director or Committee appointee of the College tasked with assessing a declared conflict of interest.

Material Interest: An interest significant enough that it could reasonably be seen to affect judgment. An interest that is trivial, remote, or shared broadly with all registrants or the public at large is not, on its own, a conflict of interest.

Fiduciary: A Board Director or Committee appointee of the College.

Guiding Principles:

The College's approach to conflicts of interest is anchored in the following principles, which guide the interpretation and application of this policy:

1. **The public interest comes first.** Fiduciaries owe their duty to the College and its public interest mandate – not to the profession, an employer, an association, or any other interest.
2. **Perception matters.** Conflicts are assessed through the eyes of a reasonable, informed member of the public. An appearance of conflict can damage confidence in the College as much as an actual one.
3. **Disclosure is a strength, not an admission.** Declaring an interest is an act of good governance that protects both the Fiduciary and the College. No stigma attaches to a declaration: having a conflict is not misconduct; failing to disclose or manage one is.
4. **When in doubt, disclose.** Uncertain situations should be raised early and treated as conflicts until determined otherwise.
5. **Responses are proportionate.** Most conflicts are managed simply, through disclosure and, where needed, recusal. The response is scaled to the nature and materiality of the interest.
6. **Confidential advice is always available.** Fiduciaries may seek advice from OCP's General Counsel at any time without triggering any formal process.
7. **Determinations are consistent and fair.** Conflicts are assessed against a common framework, recorded, and informed by past determinations.
8. **Concerns are raised and handled in good faith.** Concerns about another Fiduciary's conflict are raised respectfully, handled confidentially where required, and never met with retaliation. The conflict-of-interest process must never be used as a means to gain advantage over a colleague.
9. **Competence is built and maintained throughout the term of office and beyond.** Understanding of conflict-of-interest obligations is developed through onboarding and strengthened through ongoing education, regular refreshers, and Annual Declarations by Fiduciaries.

Standards of Conduct:

Whether a situation constitutes a conflict of interest depends upon all the circumstances. The following standards describe how Fiduciaries are expected to avoid and address conflicts of interest.

1. *Don't benefit self, spouse, or children* – Fiduciaries should not use their positions to directly or indirectly benefit themselves, their spouse or children. Preventing disadvantages to themselves, their spouse or children is a form of "benefit". In some circumstances this expectation applies to others like close friends, colleagues, and employers (see the definition of Indirect Interest).

2. *Don't disclose College information* – Fiduciaries should not disclose or use any information obtained through their involvement with the College without authorization (see Policy 3.8 – Confidentiality and Privacy). Authorization would typically come from a College leader or entity (e.g., Registrar & CEO, Board) applying the RHPA criteria. However, in some circumstances the RHPA itself would authorize direct disclosure (e.g., a discipline panel issuing reasons for decision).

3. *Don't accept gifts* – Fiduciaries should not accept gifts from anyone who (1) interacts with (2) does business with or (3) wants to do business or has any regulatory matter before the College. Fiduciaries may be able to accept gifts of nominal value that are given as an expression of courtesy or hospitality (e.g., refreshments at a meeting). When in doubt, the Fiduciary should report the gift to the Registrar & CEO and seek advice.

4. *Be cautious before engaging in outside activity* – Fiduciaries should not engage in activities (including business, employment, or volunteer) outside their College roles if doing so would influence or conflict with their role and duties for

the College. For example, Fiduciaries should not have a leadership role in a professional advocacy association. Where an outside activity is unavoidable (e.g., employment in a pharmacy role for professional members), a Fiduciary should be particularly alert to disclosing the role when engaging in a College activity that might create a conflict.

5. *Don't give preferential treatment* – Fiduciaries should not give preferential treatment to anyone and take steps to avoid creating the appearance that such treatment is being given. For example, special treatment can include inappropriately providing private access to advocacy groups to discuss upcoming College decisions.

6. *Be cautious before participating in decisions* – Fiduciaries should disclose if they or someone closely connected to them (including an organization with which they have a significant relationship – see Indirect Interest) could benefit from, or be disadvantaged by, a decision. Similarly, caution should be exercised if the participation includes consideration of the interests of the profession or an advocacy group over the public interest. Also, if a Fiduciary has a strongly held personal belief that cannot be set aside, they should not participate. Inappropriate participation could include providing information, expressing opinions or voting.

7. *Declare financial and other significant interests* – Fiduciaries should disclose financial, personal, or professional interests – including, but not limited to, significant relationships with, or funding from, academic institutions, healthcare organizations, advocacy groups, research bodies, or commercial entities – which may cause the appearance of or an actual conflict of interest.

8. *Don't seek preferential treatment* – Fiduciaries must not seek preferential treatment from the College. This duty is particularly acute where the Fiduciary is a professional member acting in their role as a regulated person (e.g., responding to a complaint).

9. *Don't switch sides* – Fiduciaries acting on behalf of the College must not assist or advise those dealing with the College (e.g., in a regulatory proceeding, negotiation, or other transaction). Where a Fiduciary is approached by someone dealing with the College, they should decline to advise and instead direct the person to the appropriate College staff or resources, or suggest that they obtain independent advice.

10. Apply these standards after leaving – Former Fiduciaries have a continuing obligation to respect these standards. Some obligations, such as not disclosing or using confidential information without authorization, are permanent. Other obligations, such as taking on a leadership role in a professional association or lobbying the Ontario government on College-related issues, would apply for a reasonable period (e.g., at least twelve months).

11. There are additional restrictions – The above standards are not exhaustive. Fiduciaries should be alert to unusual circumstances that create an apparent or actual conflict of interest (e.g., running for public office relevant to the activities of the College).

Determining Whether a Conflict Exists:

When considering whether an interest gives rise to a conflict, Fiduciaries and decision makers should work through the following questions:

1. **Interest** – Do I, or does someone closely connected to me, have an interest – financial, personal, or professional, and whether direct or indirect – in the matter?
2. **Materiality** – Is the interest more than trivial or remote? Is it distinct from interests shared by all registrants or the public generally?
3. **Perception** – Could a reasonable, informed member of the public conclude that the interest might influence my judgment, even if I am confident it would not?
4. **Management** – Can the situation be addressed through disclosure and mitigation or recusal, or does it require a determination by the Committee or the Board?

If the answer to any question is uncertain, the situation should be disclosed and treated as a conflict until determined otherwise. The Conflicts of Interest Guidance Tool (Appendix 1) applies this framework to common scenarios.

Disclosure, Determination, and Recusal:

Where a Fiduciary believes there is any potential for a conflict of interest in their role, they should:

- **Seek advice early.** The General Counsel is the primary point of contact for confidential conflict of interest advice. A Fiduciary may also consult the Board Chair, the Chair of the committee upon which they serve, or the Registrar & CEO.
- **Declare the interest.** If any doubt remains about whether the Fiduciary may have a conflict, disclose the information to the Board or the Committee at the earliest opportunity, and the Board or Committee may collectively decide. Where there is uncertainty, it is usually best to treat the potential conflict of interest as a conflict of interest.
- **Accept the determination** of the Board or the Committee as to whether there is a conflict of interest or the appearance of one.
- **Recuse fully.** Where there appears to be a conflict of interest, leave the room (virtual or in person), take no part in any discussion of, or vote on, the matter, and make no attempt – before, during, or after the meeting – to influence the discussion or the vote.

A matter should be escalated to the Board, rather than resolved at the committee level, where the conflict involves the Board Chair, is recurring or structural in nature, raises questions about a Fiduciary's continued eligibility to serve, or has significant implications for the College's reputation.

All declarations of conflict of interest (and any determination, after discussion, that no conflict exists) are recorded in the minutes of the meeting.

Raising Concerns About Another Fiduciary:

Where a Fiduciary has information suggesting that another Fiduciary may have an actual or apparent conflict of interest, they must disclose the concern to an appropriate person: the Board Chair, the Chair of the Governance Committee, the Chair of the committee upon which they serve, the Registrar & CEO, or the General Counsel.

Concerns are handled in a manner consistent with Policy 3.7, and in particular:

- **Confidentially** – the concern, and the identity of those involved, are shared only with those who need to know to address it (see Policy 3.8);
- **Respectfully and proportionately** – in most cases, a conversation and clarification will resolve the matter; formal steps are reserved for concerns that cannot be resolved informally; and
- **Without retaliation** – no Fiduciary will be penalized or disadvantaged for raising a concern in good faith, even if no conflict is ultimately found.

Raising a concern in bad faith or using a conflict of interest allegation as a means to gain advantage in Board or committee business, is itself a conduct matter and may be addressed under Policy 3.7.

Annual Declarations and Affiliations:

Fiduciaries confirm their understanding of their duty to avoid and address conflicts of interest through signed acknowledgements annually. They also provide a list of the organizations with which they are affiliated each year and update any changes to that list immediately (see Policy 3.10). The annual declaration is a checkpoint, not a substitute for the ongoing duty to disclose conflicts as they arise.

Education Across the Fiduciary Lifecycle

Conflict of interest expectations are embedded throughout a Fiduciary's term via:

- **Onboarding and orientation** – all new Fiduciaries receive conflict of interest training, including an introduction to this policy and the Guidance Tool, before or shortly after beginning their duties;
- **Annual refreshers** – conflict of interest concepts are revisited annually for the Board and committees, using scenario-based learning drawn (in anonymized form) from the College's own experience; and
- **Ongoing support** – Fiduciaries are encouraged to raise questions as they arise, using the confidential advice pathway in this policy.

Oversight, Records, and Trend Analysis:

The General Counsel Office maintains a confidential record of conflict-of-interest inquiries, declarations, determinations, and outcomes. Documentation is kept confidential and is used to promote consistency with past determinations.

Anonymized trends are reported to the Governance Committee annually. The Committee uses them to identify systemic issues, inform updates to training and the Guidance Tool, and recommend policy improvements to the Board.

Relationship to Other Governance Documents:

This policy operates alongside, and should be read with:

- the Code of Conduct for Board Directors and Committee Appointees (see Policy 3.7), including the obligations to avoid and declare conflicts and to place the interests of the College above other interests;
- Policy 3.7, as amended from time to time, which governs how conduct concerns (including failures to disclose and bad-faith allegations) are addressed;
- Policy 3.8 – Confidentiality and Privacy, which governs the information-handling obligations engaged by conflict-of-interest matters;
- Policy 3.10, which governs the annual affiliation disclosures referenced above; and
- By-Law 7A, Article 4, section 4.17 (Conduct of Directors) and applicable provisions of the Regulated Health Professions Act, 1991.

In developing this policy, the College considered the principles applied by the Ontario Office of the Integrity Commissioner under Ontario Regulation 381/07 and recognized governance best practices, including the maintenance of a register of interests declared and recorded as they arise.

Amendment: The Board may amend this policy.
First Approval Date: March 21, 2021
Last Revision: September 29, 2026
Next Review Date: XXXX

Appendix 1 – Conflicts of Interest Guidance Tool

How to use this tool: This tool applies the four-question framework in this policy (interest, materiality, perception, management) to common scenarios. It offers guidance, not adjudication: the outcome in any individual case depends on all the circumstances, and Fiduciaries should seek confidential advice from OCP's General Counsel where a situation is uncertain or is not addressed below. The tool is reviewed annually and updated to reflect trends and past determinations.

A. Association and Advocacy Relationships

Scenario	Conflict?	Guidance and suggested action
Member of an association	**No**	Membership alone is not a conflict. Record the membership on the annual affiliations list and be alert to specific matters where the association's interests are engaged.
Staff member, officer, or director of a professional advocacy association	**Yes**	Incompatible with a Fiduciary role (see By-Law 7A, s. 4.17.2(e)). Does not apply where the Board has appointed the Fiduciary to the body as a representative of the College.
Sitting on a committee of an advocacy body	**Depends**	Generally avoid where any part of the committee's mandate involves advocacy. May be appropriate where the committee serves a clear public interest purpose. Consult the College before accepting the appointment.
Attendance at association events	**No**	Attendance as a participant is acceptable. Avoid roles at the event that could suggest College representation or endorsement of advocacy positions.
Actively advocating for the profession	**Yes**	Incompatible with the public interest mandate. This is not balanced or cured by also referencing advocacy for the public.

B. Speaking, Education, and Publications

Scenario	Conflict?	Guidance and suggested action
Speaking at association-sponsored events	**Depends**	Start from the assumption that the conflict must be avoided rather than managed; the risk rises with the individual's influence on College decision-making (e.g., Board Chair or a Committee Chair). Apparent conflict will be present where the speaker is paid (or payment would be assumed); the topic is outside the speaker's recognized expertise; the topic is one the advocacy body has promoted and the College is silent on, is considering, or may need to consider; or the presentation could benefit the individual's business. Permission may be given where the speaker has recognized pre-existing expertise; the association and the College align or have a publicly declared partnership on the subject; the topic is one the College has published on; the individual's role is below Board or Committee Chair level and unrelated to decisions they would be involved in; and the topic is not current

Scenario	Conflict?	Guidance and suggested action
		advocacy work, current College work, or a current political issue.
Speaking about your work at the College or on behalf of the College	**No – but see Policy 1.2**	Generally not a conflict issue; rather, public discussion of the College's affairs is reserved to the Board's authorized spokespersons (the Registrar & CEO and the Board Chair) under Policy 1.2. Where it would benefit the College, seek approval from the Board Chair and have the message or presentation prepared or reviewed by relevant staff.
Providing OCP-mandated education	**Yes**	Even in the absence of payment, the individual will appear to derive a personal benefit. Exception: education provided in an academic setting, where the bona fides of the individual's and the institution's expertise may mitigate the reputational risk.

C. Professional Profile and Communications

Scenario	Conflict?	Guidance and suggested action
Inclusion of College role on CV, LinkedIn, or published biographies	**No**	May reflect facts but should avoid self-promotion. If the materials are used to solicit business, this may call into question motives for working with OCP and objectivity of decision-making (see the Code of Conduct).
Inclusion of College role in business or enterprise professional materials	**Yes**	Reporting the fact of College engagement is permitted, but where the connection provides a significant business advantage, the business and College roles may be in conflict and will nearly always require closer scrutiny.
Inclusion of OCP role in signatures on non-OCP correspondence	**Yes**	Except for correspondence directly related to College business, including College appointments in signatures is inappropriate because it would appear the individual is representing the College.
Inclusion of Association role on CV, LinkedIn, or published biographies	**Depends**	Acceptable where published information clearly indicates that the association and College roles are non-contemporaneous.
Reference to advancing or advocating for the profession in any published materials	**Yes**	Information under a Fiduciary's control must not indicate a desire to promote, advance, or advocate for the profession. This is not balanced by also referencing advocacy for the public.

D. Gifts, Hospitality, and Benefits

Scenario	Conflict?	Guidance and suggested action
Acceptance of gifts or payment from anyone associated with College business	**Yes**	Decline. Items of nominal value given as courtesy or hospitality (e.g., refreshments at a meeting) may be acceptable. When in doubt, report the gift to the Registrar & CEO for advice.
Hospitality at conferences or third-party events	**Depends**	Ordinary hospitality made available to all attendees is generally acceptable. Targeted or more-than-nominal

Scenario	Conflict?	Guidance and suggested action
		hospitality from anyone who interacts, does business, or seeks to do business with the College should be declined and reported.
Acceptance of awards	**No**	Generally acceptable. Disclose where the awarding body has matters before the College or where acceptance could suggest endorsement of an advocacy position.

E. Elections, Appointments, and College Decisions

Scenario	Conflict?	Guidance and suggested action
Endorsement by a sitting Board member of any electoral candidate to the Board of Directors	**Yes**	No endorsements. For greater clarity: no social media exchanges (e.g., liking, commenting, or posting) and no verbalized recommendation or endorsement of a candidate.
Participating in a matter involving the business, employer, or financial interests of a spouse, child, or other closely connected person	**Yes**	Disclose and recuse. Indirect interests held through closely connected persons are treated the same way as the Fiduciary's own interests.
Holding a role with, or your organization soliciting or receiving significant funding from, an academic institution, healthcare organization, research body, or commercial entity that has a matter before the College	**Depends**	Disclose the relationship or funding before participating. Where the matter could benefit or disadvantage that entity in a distinct way, expect to recuse. This applies equally to all Fiduciaries, elected or appointed.
A business or vendor relationship with the College (held by the Fiduciary or a closely connected person)	**Yes**	Disclose immediately and recuse from any related procurement, contract, or oversight decision.
Participating in a matter that affects your own pharmacy, employer, or business model	**Depends**	Apply the materiality principle: interests shared equally with all registrants or pharmacies generally (e.g., across-the-board fee changes) are ordinarily not conflicts. A matter with a distinct or disproportionate impact on the Fiduciary's own practice, employer, or corporate affiliation must be disclosed, and the Fiduciary should expect to recuse.

Conflicts of Interest Guidance Tool

Issue	Could this be perceived as a conflict?			Considerations/Comments
	Yes	No	Maybe	
Member of Association		●		
Staff member, Officer, or Director at an Association	●			
Can sit on Advocacy body Committees			●	Probably not but could depend on the mandate of the Committee. If the Committee served a clear public interest purpose it may be appropriate. If the Committee has any part of its mandate dedicated to advocacy, there is a possibility that a member of the public could perceive it as a conflict and should therefore be avoided. Directors and Appointees are asked to consult the College prior to accepting an appointment to a committee of an advocacy body.
Attendance at Association events		●		
Acceptance of awards		●		
Acceptance of gifts/payment from anyone associated with College business	●			
Actively advocate for the profession	●			
Can be a speaker at Association-sponsored events			●	A speaker who has a role with the College will be seen as a representative of the College. Since there is a low tolerance for risk to the College's reputation, the decision should err on the side of caution: the assumption should be that there is a conflict that must be avoided, rather than managed. However, mitigating circumstances may exist that will enable management of the risk to an acceptable level, and are set out below. The risk is higher where the individual's influence on College decision-making is higher or seen to be higher. For example, the Chair of the Board or a Committee will be seen to have more of an impact on College decision-making than a member of a working group might.

Can be a speaker at Association-sponsored events (continued)				Apparent conflict (and higher threat to OCP reputation) will be present where:
				• The speaker is paid, or others will assume payment.
				• The topic is outside the speaker's area of practice or recognized expertise.
				• The topic is something the advocacy body has been advocating for which the College has been silent about, is currently considering or may need to consider in future (this would include issues that might come before a statutory committee if the individual is appointed to a committee).
				• The individual's personal business interests may be seen to benefit from the presentation (i.e. it will generate a higher profile for the individual or otherwise may traffic to their business).
				Permission may be given to make the presentation if the risk is mitigated by the following considerations:
				• The topic is something that the speaker has recognized pre-existing expertise in and/or has previously made presentations about.
				• The association and the college align on the subject matter and/or have a publicly declared partnership about the issue.
				• The presentation is about a topic on which the College has published and meets the criteria set out below:
				  • The individual's role at the OCP is not at the Board level or Committee Chair level and the presentation topic is unrelated to any decisions they would be involved in at the OCP.
				  • The topic being presented is not the subject of current advocacy work or College work and is not a current political issue.

Issue	Could this be perceived as a conflict?			Considerations/Comments
	Yes	No	Maybe	
Inclusion of College role on CV, LinkedIn or in published biographies		●		May reflect facts but should avoid self-promotion. If the materials are used to solicit business this may call into question motives for working with OCP and objectivity of decision-making. For further clarity see the College's code of conduct.
Inclusion of College role in business/enterprise professional materials	●			While reporting of the fact of College engagement is permitted, where the connection with the College provides a significant business advantage for the individual, their business and College roles may be in conflict, and this will nearly always require closer scrutiny. See policy 3.9 - Conflicts of Interest.
Inclusion of OCP role in signatures in non-OCP correspondence	●			Except for correspondence directly related to College business, it would be inappropriate to include College appointments in signatures because it would appear that the individual was representing the College.
Inclusion of Association role on CV, LinkedIn, or published biographies			●	Published information should clearly indicate that the roles are non-contemporaneous.
Reference to advancing or advocating for the profession in any published materials or used in association with presentations or other work	●			Those with appointments to the Board or any Committee should ensure that information about them, which is under their control, does not indicate a desire to promote, advance or advocate for the profession. This is not balanced by including reference to advocating for the public at the same time.

Issue	Could this be perceived as a conflict?			Considerations/Comments
	Yes	No	Maybe	
Speaking about your work at the College or on behalf of the College		●		Likely no, but not because it poses a conflict of interest, rather it is in contravention of Policy 1.2 - OCP Governance Guiding Principles which states: "News media contact and responses and public discussion of the College's affairs should only be made through the Board's authorized spokespersons, the CEO & Registrar or the Board Chair." If it would be beneficial to the College for the individual to speak about their work at the College, approval should be sought from the Board Chair and the message/presentation should be prepared by/reviewed by relevant staff.
Provide OCP-mandated education	●			Even in the absence of payment, when someone who works with the OCP provides education required by the OCP, it will appear that the individual stands to derive personal benefit. The exception to this would be education provided in an academic setting, in which the *bona fides* of the individual's and institution's expertise might mitigate the reputational risk.
Endorsement by a sitting Board member of any Electoral candidate to the Board of Directors	●			Examples for greater clarity: • No social media exchanges/LinkedIn (e.g., liking, commenting, or posting). • Not verbalizing a recommendation or endorsement of a candidate.

Policy 3.10 Annual Attestations

Purpose:

This policy sets out the expectation that all Board Directors and Committee Appointees will annually read and sign an annual attestation, acknowledging that they have read and understood the provisions of each undertaking and confirming their individual agreement to abide by such provisions.

Application:

This policy applies to:

- **All Board Directors and Committee Appointees**
- **The Chair of Governance, Chair of the Board, Committee Chairs** - who are responsible for dealing with any alleged failures to sign or adhere to the provisions of the respective undertakings

Policy:

All Board Directors and Committee Appointees are annually required to sign undertakings, acknowledging through their signatures, that they have read, understood and agree to comply with the provisions contained within each respective undertaking. A current example of these undertakings is attached to this policy and should be reviewed for its currency annually by the Governance Committee.

Board Directors and Committee Appointees will annually be required to sign Undertakings that they have read, understood and will abide by the following policies as approved by the Board:

- The Code of Conduct for Board and Committee Appointees (as per the Bylaws)
- Confidentiality and Privacy (Policy 3.8)
- Conflicts of Interest (Policy 3.9)
- Policies relating to Roles and Accountabilities (Policy 2.2)
- Policy on Supporting Positive Relationships (Policy 3.11)

Board Directors and Committee Appointees will be provided with a statement defining their Duty of Loyalty and their Duty of Care as they relate to carrying out College business.

Sanctions

Alleged breaches of undertakings will be investigated in accordance with the same process set out under 3.7, where a sanction may be deemed by the Board to be necessary or appropriate.

Amendment: The Board may amend this policy.
Approval Date: March 22, 2021
Last Review: March 22, 2021
Last Revision: March 22, 2021
Next Review Date: XXXX

Policy 3.11 Supporting Positive Relationships

Purpose:

This policy articulates expectations that all Board, Committee and Staff Members are treated with, and treat each other, with dignity and respect in a manner which fosters a productive working environment for all. This policy further addresses the need for Board Directors, Committee Appointees and Staff to exercise caution in their relationships and interactions as a means to minimize a potential for risk.

Application:

This policy applies to:

- **All Board Directors and Committee Appointees, and all members of College staff-** to whom the provisions of this policy directly relate; and to
- **The Chair of the Board and the CEO & Registrar**- who play an important role in resolving any identified matters of concern in a sensitive and expedient manner.

Policy:

The College is committed to maintaining a positive culture and a work environment where all staff members treat each other, and are treated in return, with dignity and respect. Maintaining such a culture, generally established through the leadership of the CEO & Registrar and the Board and Committee Chairs, is only possible with the collective support of individual members of the Board, Committees and Staff.

The expectation that all members of the Board, Committees and College staff will treat each other, and in return, be treated with dignity and respect at all times, is applicable to all persons, who do work on behalf of the College- whether as employed staff, hired external experts or consultants, elected or appointed Directors of the Board, or appointed members of College committees.

No circumstance should arise that creates a regulatory or organizational risk, such as where inappropriate conduct constitutes, or is perceived to constitute, an appearance of bias, a conflict of interest, personal harassment, sexual harassment, or an abuse of authority. To understand, as its happening, that an interaction is, or was unwanted by the other party, requires considerable insight and personal reflection on the part of all individuals.

In circumstances, however well-intentioned, that arise and create discomfort for a staff member, the Board or the Committee Appointee will be identified and the matter resolved through the Board Chair, Chair of the Governance Committee and/or the CEO & Registrar with sensitivity and expediency (see policy 3.7).

Maintaining Positive and Appropriate Relationships amongst Board and Committee Members

Relationships amongst Board and Committee members can have a direct impact on the collective performance and overall effectiveness of the Board, and the Committees. Boards and Committees are most productive where the members work well together, and in a manner that fosters a culture of collegiality, respect and inclusivity.

All members of the Board and all Committee appointees should feel welcomed and valued by their colleagues, and incented to engage in Board/committee discussions and activities. It requires considerable insight and personal reflection on the part of each individual to be able to determine, as an interaction is unfolding, how a discussion is going, and whether the interaction is being received as intended.

Relationships between members of the Board and Committees are built and maintained over time, but are also impacted by the observations of others regarding an individual's demonstrated levels of commitment; preparation; engagement in discussion/debate; participation in Board or committee meetings or other activities; and their treatment of others.

It is expected that all Board Directors and Committee Appointees commit to demonstrating good and appropriate conduct and behaviour in their interactions with each other. The following behaviours or actions can negatively impact the maintenance of positive and appropriate relationships amongst members of the Board, or the Committees and should be avoided:

- making inquiries of a personal nature to a person about another person
- touching physically in any way that may make another person feel uncomfortable
- making comments of a personal nature about any other person
- discussing matters of a personal nature regarding their personal life or circumstances that go beyond boundaries of a business relationship or the limits of an established relationship
- making suggestive remarks or gestures to a fellow Board Director or Committee Appointee
- sharing offensive pictures or jokes, whether considered to be wanted or unwanted, with colleagues
- publicly challenging the integrity of a fellow Board Director or Committee Appointee
- publicly and verbally attacking a fellow Board Director or Committee appointee in regard to their expressed position or views
- engaging, publicly or privately, in name calling, ridiculing, berating, isolating
- engaging, publicly or privately, in offensive comments that demonstrate intolerance or discrimination, including but not limited to insensitivity to race, national or ethnic origin, colour, religion, age, sex, sexual orientation, gender identity or expression, creed, or disability[4].

Maintaining Positive and Appropriate Relationships between Board and Staff Members

The greatest risk relates to a perceived abuse or imbalance of power that can exist between a Director of the Board and College staff, in respect to their ongoing roles within the organization. Accordingly, separate provisions are set out relating to Board and staff relationships, and those relating to members of the Board and the committees.

All Directors of the Board must be aware that they are perceived by staff as individuals who, by virtue of their roles, could have a significant impact on their employment or advancement at the College. As such, Board Directors must exercise caution to ensure their interactions with staff are not perceived by the staff person to be personal in nature and that these do not make the staff person feel uncomfortable or threatened in any way. Staff must similarly exercise good judgement in maintaining positive relationships with Board Directors that remain appropriate to respective roles and authority.

Interactions between Board Directors and staff should be limited to interactions directly related to the individuals' governance or staff roles. It is appropriate for the Board Chair and Board Directors to directly contact the CEO & Registrar.

Similarly, it is appropriate for the Chair of a committee to directly contact the staff resource person who is assigned to that committee. It is generally not necessary or appropriate for individual Board or Committee

[4] This diversity language comes from the Canadian Human Rights Act. https://laws-lois.justice.gc.ca/eng/acts/h-6/

Appointees to directly contact other individual staff members, unless such contact is suggested by the CEO & Registrar.

Following are some examples of interactions which do occur but where **caution should be exercised** on all parts, to decrease the risk that the interactions between Board Directors, Committee Appointees and staff may be perceived as unwelcome or inappropriate:[5]

- sending unsolicited communication to an individual's personal email or calling their personal phone
- offering to meet the staff person, or if staff, a Board Director or Committee Appointee, after business hours or outside the College, even for legitimate business reasons, without the prior knowledge and/or consent of the CEO & Registrar
- making comments of a personal nature about any staff, Board person(s) or Committee Appointees
- discussing matters of a personal nature regarding their personal life or circumstances that go beyond boundaries or normal business situations
- making inquiries of a personal nature to a person about another person
- touching physically in any way that may make a person feel uncomfortable
- giving or exchanging gifts
- entering into any financial arrangement or dealings, such as borrowing or lending money, soliciting charitable donations, or soliciting/offering free or discounted services or advice
- making requests of staff to do something that is not within the staff person's normal job responsibilities
- making requests of staff for special service or treatment

Procedure

- In the event that a concern related to this policy arises, the matter is to be brought to the immediate attention of either the Governance Chair, Board Chair, Committee Chair and/or the CEO & Registrar.
- If the matter concerns the conduct of a Board Director or a Committee Appointee, the Board Chair will manage the issue in accordance with the Board's approved policy on conduct (3.7) and/or the Workplace Harassment Policy and any related sanctions.
- If the matter concerns the conduct of a staff person, the CEO & Registrar will manage the issue in accordance with the associated policies for staff of the College.

Amendment: The Board may amend this policy.
Approval Date: March 22, 2021
Last Review: March 22, 2021
Last Revision: March 22, 2021
Next Review Date: XXXX

[5] Adapted, with permission from *RCDSO Policy on Interaction of Councillors and Committee Appointees with Staff (approved 2011) and the CVO Governance Manual, 2020*

Policy 3.12 Board Meeting Rules of Order

Purpose:

Best practices require boards to spend the bulk of their meeting time planning and providing appropriate strategic oversight in alignment with their governance role.

Effective board meetings require Board Directors to know the duties and responsibilities for their position and to fulfill them to the best of their ability. Board directors are also responsible for ensuring that others are following their responsibilities and for taking responsible action when someone is not performing as they should.

Application:

This policy applies to:

- **The Board Chair and all Board Directors**
- **Any observers or invited guests in attendance at Board meetings**

Policy:

- The Board will adhere to the established rules of order where appropriate.
- The CEO & Registrar attends all Board meetings as the Board's primary resource person. Other staff will also attend, per the CEO & Registrar's discretion.
- All Board Directors will participate in meetings. Every Board Director has rights equal to every other Board Director and is encouraged to voice an opinion.
- The Board must uphold the will of the majority but shall hear the voice of the minority.
- The Board will consider only one topic or motion at a time.
- At all meetings, Board Directors and guests are expected to limit the use of cellular telephones, pagers and access to personal email to regularly scheduled breaks. Barring major emergencies, it is inappropriate for the Board meeting to be disrupted by personal matters.
- The minutes of a Board meeting are public, once they have been approved by the Board at its next meeting. The minutes of any 'in camera' session of the Board will be recorded in a confidential manner and are not public.

Procedure:

When developing the Board meeting agenda (see Policy 3.13) the Board Chair and CEO & Registrar will determine the items to be placed on the agenda. Items that require discussion or decision will come forward with a briefing note. Items that do not require discussion can come forward as part of the consent agenda.

Use of the Consent Agenda:

The Board uses a 'consent agenda' to increase efficiency and help the Board make more productive use of their meeting time. The consent agenda is part of the meeting agenda and as such, all supporting materials are also included in the Board meeting package.

The Board collectively agrees on the items that may be routinely addressed through the consent agenda, which could include:

- Minutes of previous meeting
- CEO & Registrar Reports
- Program or Committee Reports
- Staff, Volunteer, or Committee Appointments

- Correspondence requiring no action, but provided for information only
- Perfunctory items - formal approval of items that had much past discussion

The Board Chair leads the following process for approval of the Consent Agenda:

1. At the beginning of the meeting, when seeking approval of the agenda, the Board Chair asks whether
2. any of the Consent Agenda items should be moved to the regular discussion items.
3. When the Consent Agenda is before the Board, and before asking for a motion to approve the consent agenda in its entirety, the Board Chair asks if there are any identified corrections that need to be made on any of the items and whether there are any questions for clarification respecting any of the items included - either of which may give rise to a request by a Board Director to move an item out of the consent agenda.
4. If a Director asks that an item be moved, it must be moved. Any reason is sufficient to move an item. A Director may wish to move an item to discuss it more fully, to further query the item, or to vote against it.
5. Once the item has been moved, the Chair may decide to take up the matter immediately or move it to a matter for discussion.

The Rules of Order at Board Meetings:

Are attached as Appendix.

Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
Last Review: March 22, 2021
Last Revision: June 14, 2021
Next Review Date: XXXX

Appendix

RULES OF ORDER OF THE BOARD

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

2. When any Director wishes to speak, he or she shall so indicate by raising his or her hand and shall address the presiding officer and confine himself or herself to the matter under discussion.

3. Staff persons and consultants with expertise in a matter may be permitted by the presiding officer to answer specific questions about the matter.

4. Observers at a the Board meeting are not allowed to speak to a matter that is under debate.

5. A Director may not speak again on the debate of a matter until every other Director who wishes to speak to it has been given an opportunity to do so. The only exception is that the person introducing the matter or a staff person may answer questions about the matter. Director shall not speak to a matter more than twice without the permission of the presiding officer.

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

7. When a motion is under debate, no other motion can be made except to amend it, to postpone it, to put the motion to a vote, to adjourn the debate or the Board meeting or to refer the motion to a Committee.

8. A motion to amend the motion then under debate shall be disposed of first. Only one motion to amend the motion under debate can be made at a time.

9. When it appears to the presiding officer that the debate on a matter has concluded, when the Board has passed a motion to vote on the motion or when the time allocated to the debate on the matter has concluded, the presiding officer shall put the motion to a vote.

10. When a matter is being voted on, no Director shall enter or leave the Board room, and no further debate is permitted.

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

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

13. Whenever the presiding officer is of the opinion that a motion offered to the Board is contrary to these rules or the by-laws, he or she shall rule the motion out of order and give his or her reasons for doing so.

14. The presiding officer shall preserve order and decorum, and shall decide questions of order, subject to an appeal to the Board without debate.

15. The above rules may be relaxed by the presiding officer if it appears that greater informality is beneficial in the particular circumstances, unless the Board requires strict adherence.

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

17. Directors and others present in the room shall turn off cell phones or put them on vibrate during Board meetings and, except during a break in the meeting, shall not use a cell phone, blackberry or other electronic device. Laptops and tablets may only be used during Board meetings to review materials related to the matter under debate (e.g., electronic copies of background documents) and to make personal notes of the debate.

18. Directors shall be silent while others are speaking except to bring a permissible motion.

19. In all cases not provided for in these rules or by other rules of the Board, the current edition of “Robert’s Rules of Order” shall be followed so far as they may be applicable.

20. These Rules shall apply, with necessary modifications, to meetings conducted by teleconference or any other electronic means permitted by the by-laws, including audio or video conferencing.

Policy 3.13 Meeting Agendas and Minutes

Purpose:

To set out the processes for the setting of meeting agendas and minutes of meetings.

Application:

This policy applies to **all meetings of the Board and all College Committees**

Policy:

Agendas

The agendas for all Board meetings are prepared by the Board Chair and the CEO & Registrar for dissemination to the Board of Directors no less than seven days in advance of the next scheduled board meeting.

Committees may propose items for the Board meeting agenda by submitting them to the Board Chair and the CEO & Registrar no less than ten days in advance of the next scheduled board meeting.

Individual Board Directors may propose agenda items to the Board Chair for consideration no less than ten days in advance of the next board meeting, or by submitting a notice of motion at a Board meeting for discussion at a subsequent board meeting, or by obtaining a two thirds vote of the Board to consider the motion on the same day it is submitted.

The agendas for all Committee meetings are likewise prepared by the Committee Chair in consultation with the committee's primary staff resource person. Committee Appointees may propose items for discussion at the meeting by submitting these to the committee chair who will determine whether they will be included in the next committee meeting.

The Board has developed an agenda screening process tool[6] to assist the Board in determining, through answers to specific questions, items that warrant the Board's attention and those which do not. A copy of this screening process tool is included below:

Question #1: Does the proposed agenda item directly relate to College's role and functions as set out below?

- Compliance with its legislated mandate or fulfilling legislated responsibilities
- Advancing the strategic goals of the College in alignment with its legislated mandate
- Policy setting – a matter requiring review, revision or creation of new policy to enable the strategy and set the direction and operating parameters for the College
- Monitoring and overseeing the performance of the College against defined goals (as delivered by the "Operational plan" and measured by key performance indicators)
- The College's leadership role in maintaining relationships with stakeholders (the public, government, pharmacists, medical professionals, etc.)
- College governance and Board performance and development
- The Board's relationship with the Registrar (its sole employee) and their ability to manage the organization

[6] *Adapted from the Council of Healthcare Regulatory Excellence (CHRE), UK*

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

If the answer to the above is 'yes', proceed to question #2.

Question #2: Whose issue is it?

- The Board's (oversight, strategy and policy)
- The Registrar's (operational, staff-related)

If it is an issue to be addressed by the Registrar it should not appear on the Board's agenda. If it is a Board issue, proceed to question #3.

Question #3: Has the Board already addressed this issue, either in its established policies or in recent meetings?

Yes___No___

The Board may proceed to question 4, whether the answer to this question is yes, or no.
NOTE: if the answer is yes- and depending on how recently the issue has been addressed- the rules of order may require 2/3 of the Board to agree to revisit the issue.

Question #4: Is the Board satisfied that the issue is adequately addressed by what it has already said?

Yes___No___
If yes, then the matter requires no further discussion by the Board.
If no, then the item should go forward as a proposed agenda item for review by the Board.

Minutes

Board and Committee meeting minutes serve as the College's official record of decisions and action items that occur in the course of a meeting. As a general approach, and in alignment with identified best governance practices, the minutes of Board and committee meetings will reflect only the essence/general themes of discussion; the various positions on a matter that was considered by the Board/committee; and a record of any motion(s) made respecting that matter, and the final results of the vote taken on the matter.

Briefing Notes

Matters come to the Board for its consideration and decision in the form of Briefing Notes which are generally prepared by staff. In alignment with best practices, the Briefing Notes provide the Board with sufficient background information, supporting evidence or other documentation and the expected public interest rationale associated with an issue; all of which serve to inform the Board's decision-making processes.

Amendment: The Board may amend this policy.
Approval Date: March 22, 2021
Last Review: March 22, 2021
Last Revision: March 22, 2021
Next Review Date: XXXX

Policy 3.14 Use of In-Camera Sessions

Purpose:

This policy sets out the Board's approved processes respecting the use of in-camera sessions.

Application:

This policy applies to: **all Board meetings**

Policy:

The Board embraces principles of transparency, where possible, in all its proceedings, and consistently aims to uphold and defer to this principle. Decisions to exclude the public from public meetings can adversely impact public trust and confidence in the Board even where the rationale or justification for such actions are clearly articulated.

Under s.7 of *the Health Professions Procedural Code ('the Code"),* the Board may exclude the public from any meeting or part of a meeting if it is satisfied that,

(a) matters involving public security may be discussed;
(b) financial, personal or other information that may be disclosed at the meeting is of such a nature that the desirability of avoiding public disclosure of such information in the interest of any person affected or in the public interest outweighs the desirability of adhering to the principle that meetings be open to the public;
(c) a person involved in a criminal proceeding, civil suit or another proceeding may be prejudiced;
(d) personnel matters or property acquisitions will be discussed;
(e) instructions will be given to or opinions received from the solicitors for the college; or
(f) the Board will deliberate whether to exclude the public from a meeting or whether to make an order under subsection 11.08 (ii).

College policy sets out the expectations that the Board Chair, in consultation with the CEO & Registrar, and/or legal counsel if necessary, will carefully consider whether a matter meets the above criteria and where it does, will clearly and publicly announce that the Board will be going into an 'in camera' session to discuss a matter addressed in s. 7 of the Code.

Where the need to go in-camera is anticipated in advance of the meeting, it is Board policy that in-camera sessions will be scheduled, wherever possible, either at the beginning or the end of the meeting to accommodate public guests or observers.

Procedure

- In-camera sessions are not a standing item of an agenda but are determined either as the agenda is formulated by the Board Chair and CEO & Registrar before a meeting or during a meeting when a specific matter arises. If upon receipt of the agenda and in reviewing the Board meeting package, a Board Director believes an agenda item might be best dealt with in-camera, they are expected to contact the Board Chair to discuss this opportunity prior to the Board meeting.
- An agenda item raised for consideration for an in-camera session must be accompanied with sound reasons for the proposition. The Board Chair in consultation with the CEO & Registrar, and/or legal counsel if necessary, will determine the merits of such requests, balancing the subject matter and the public's relevant interests and rights.

- A vote to move in-camera requires a simple majority and a mover and seconder both to go in camera and come out.
- The Board of Directors and, at the discretion of the Board Chair, the CEO & Registrar and the staff they designate will remain in the board meeting. Guests or observers present will be asked to leave the meeting for the duration of the in-camera session. However, the Board may also agree that others may remain in the in-camera session for the Board's deliberations.
- The CEO & Registrar does not attend in-camera sessions, where the CEO & Registrar's performance, contract or compensation are the subject(s) of discussion, unless invited by the Chair to attend to address the Board.
- When coming out of an in-camera session the decision reached or a summary of the decision reached, is provided to the Board meeting minute taker and those present for the official record. The reason for the in-camera session will also be recorded in the official minutes. When staff are excluded the Chair may be required to appoint a minute taker and see that the minutes are retained for reference.
- Members of the public reserve the right to complain to the College regarding any real or perceived misuse of in-camera privilege. Complaints of this nature are to be sent to the Director of Corporate Services in keeping with her function as the College's Privacy Officer.

Amendment: The Board may amend this policy.
Approval Date: March 22, 2021
Last Review: March 22, 2021
Last Revision: March 21, 2021
Next Review Date: XXXX

Policy 3.15 Board and Committee Communication

Purpose:

To set out ways in which communication links between the Board and its Committees, task forces, or working groups, will be established and maintained.

Application:

This policy applies to:

- **The Board of Directors**
- **The Chairs of the Committees**

Policy:

In alignment with identified best regulatory governance practices, the College's Board of Directors has approved moving to a governance model that will eventually result in independence from the Board of Directors. It is important to ensure:

- that the Board has the information regarding the work of established committees, task force(s) or working group(s) that is needed to fulfil its monitoring and oversight role, and
- that the committees, task force(s) or working group(s) are appropriately briefed on the Board's current priorities or philosophies which will guide their work.

Accordingly, means must be in place to ensure these are imparted to at least the Chairs of the respective committees, task forces or working groups before they begin work in a new Board year. It is of the same importance that the Board is kept apprised, through regular reporting or other means, of the progress being made by respective committees, task forces or working groups, in order to fulfil its monitoring and oversight role.

The Board establishes and maintains Communication Links with committees in the following ways:

- The Board Chair, or the Vice-Chair on their behalf, will attend the first orientation session or meeting of a respective committee whose membership is independent of Committees from the Board, to share the Board's priorities for the coming year.
- The Board Chair will encourage all Directors who have not yet attended a public Discipline hearing to do so, to gain clarity and understanding regarding the role of the Discipline committee, its panels, and its processes.
- The Chair of a respective committee, whose membership is independent from the Board, will be encouraged to attend Board meeting(s) as an observer.
- At minimum, the respective Chairs will submit an annual reporting of their committee's work and activities to the Board, for information and action, if required.
- Committee Chairs and/or members can be invited, at the Board's discretion, to attend 'Board-away' events, such as education or training programs; planning; team building events; and social events to strengthen linkages and relationships.

Amendment: The Board may amend this policy.
Approval Date: March 21, 2021
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Last Revision: March 21, 2021
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Policy 3.16 Board Chair Emeritus

Purpose:

Ensuring that there is a degree of continuity and institutional memory for the Board and Executive Committee facilitates effective governance. Continuity also facilitates succession planning when unanticipated vacancies arise amongst the senior officers of the Board. In appropriate circumstances the Board should retain the immediate past-Chair of the Board in a consultant role to assist the Board and the Executive Committee to function smoothly.

Application:

This policy applies to the Board and the Executive Committee.

Policy:

- Where the Chair, Vice-Chair and Chair of the Governance Committee agree that it would be in the best interests of the Board to formally draw upon the experience of a previous Board Chair in support of their roles, they may recommend to the Board, at its sole discretion, appointment of a Board Chair Emeritus.
- The Board Chair Emeritus would ordinarily be the immediate past Chair of the Board. Where the immediate past chair of the Board is unwilling or unable to accept the position or, the Board may appoint another recent Chair or Vice-Chair of the Board as Board Chair Emeritus.
- The term of the appointment would mirror the term of the appointment of the current Board Chair.
- A person serving as Board Chair Emeritus may attend and participate in discussion at meetings of the Board and the Executive Committee.
- The Board Chair Emeritus cannot move or second motions or vote on motions.
- The Board Chair Emeritus is not a member of the Board or the Executive Committee and shall not be counted towards their quorum.
- The Chair Emeritus would be expected to uphold the same standards and duty of care as that of a Board Director, as set out in Board Policy 2.2.with amendment as necessary recognizing the Chair Emeritus is a non-voting role.

Procedure:

Where assistance is urgently required, the Board may appoint a Board Chair Emeritus without first consulting the Governance Committee.

Amendment: The Board may amend this policy.
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Last Review: June 14, 2021
Last Revision: June 14, 2021
Next Review Date: XXX

SECTION 4 - THE BOARD FULFILLING ITS GOVERNANCE ROLE RESPECTING OVERSIGHT AND RISK

Policy 4.1 Strategic Planning - Development and Oversight

Purpose:

This policy sets out the expectations respecting the roles and responsibilities of the Board and individual Board Directors in relation to the development of the strategic plan.

Application:

This policy applies to:

- **All Board Directors** who approve the overall strategic directions for the College, and provides appropriate oversight to ensure implementation of same; and
- **The CEO & Registrar and Management** who are responsible to develop the Plan and engage the Board in its development for approval by the Board. They are also responsible for implementation of the Board's approved strategic initiatives and accountable to the Board for regular reporting on progress made to give effect to the strategic plan.

Policy:

While the objects and duties of the College are set out in Legislation, the strategic plan of the College sets out the mission, vision, values and priorities that are all used to guide the College's operations and policy directions for implementation over a defined timeline. The strategic plan is a joint collaboration of the College, Board and Management and is used by the Board to provide oversight and by Management to guide the annual operational planning activities and focus the human and financial resources.

Throughout the years, the College's Board has undertaken strategic planning sessions as a means of ensuring that the Board and Management have a shared vision for the future, and to set the direction for action, with corresponding funding, over the subsequent three to five years. The plan is used to focus activity and ensure that the College is investing its efforts and resources in the areas the Board has identified and that are jointly agreed as having highest priority.

The plan produced will capture the strategic directions agreed to by the Board during its strategic planning process and indicates the Board's commitment to the goals and the broad framework for achieving those goals. It is implemented through annual operational plans by supporting capital and operating budgets, it also serves as a basis for all decisions made by the Board.

At each regular Board meeting a performance scorecard will be presented, outlining the performance against target. Updated operating plans are used to develop the budget each year which is presented to the Board annually.

Amendment: The Board may amend this policy.
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Next Review Date: XXXX

Policy 4.2 Oversight of the College's Regulatory Performance

Purpose:

To clarify expectations for regular reviews of the Board's approved processes that support effective regulatory governance, as well as a comprehensive annual self-assessment respecting the College's effectiveness in meeting its legislative obligation to serve and protect the public interest

Application:

This policy applies to:

- **All Board Directors, and the Board Chair and Vice-Chair** who lead the Board towards fulfilling its oversight role;
- **College's Screening Committee, and Governance Committee**; and
- **The Registrar & CEO and Management of the College** who provide resource and staff support to the Board and its committees, and implement Board approved processes.

Policy:

The Board fulfills its role with respect to oversight of, and accountability for, overall regulatory performance through defined processes that evaluate: collective performances of the Board and College committees; individual performances of all Board and committee members; and the performance of the Registrar & CEO.[7]

An External Review of Board and Committee Member Selection Processes

- As per CPMF Domain 1, section 1.2, at least once every three years, the Board engages the services of an external third party to conduct an audit of the screening and selection processes relating to:
    - The determination of eligibility of individual(s) seeking an elected seat on the OCP Board;
    - Recommendations for the appointment of individual(s) to the Board, or any of the Board committees.
- The audit will include a review of the decision-making processes applied by **CEO & Registrar and Management**, and the Screening and Governance Committees, in carrying out their respective roles in recruitment, screening and selection of individuals.
- The external report will be presented to the Board for its consideration at its next scheduled meeting.
- In the spirit of transparency, the Board will publicly report that it conducts such audits; and publish the findings of the audit(s), including any identified areas for improvement going forward and the steps the Board intends to take to address these.

The College Performance Measurement Framework (CPMF)

The Ontario government, in collaboration with Ontario's health regulatory Colleges, has established the College Performance Management Framework (CPMF), effective October 2020. The common criteria against which every Health Regulatory College in Ontario's performance is to be measured, through self-assessment, are outcomes-focused. These criteria provide benchmarks against which OCP's performance can be assessed, as a means to judge how current legislation, policy, practice and oversight contribute to the College meeting its obligation to deliver the College's principal objective to serve and protect the public interest.

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[7] *See Policies 3.2-3.6*

Procedure:

- Every year, the College will self-assess its performance against the common criteria as set out in the College Performance Measurement Framework (CPMF)[8] and will publicly post its completed CPMF Reporting Tool in a timely manner, as per Ministry directions.
- Following the completion of the CPMF Reporting Tool, the College must then wait for the Ministry to develop a Summary Report, highlighting key findings regarding the best practices in place across all Colleges; areas for improvement, and the various commitments that Colleges have made to improve performance in serving and protecting the public. The Ministry's Summary Report on overall performance of Ontario's Health Colleges will be publicly posted.
- Following the baseline reporting year, subsequent annual CPMF Reports will focus on the College's:
    - Report back on improvements;
    - Report on any changes in comparison to baseline reporting; and
    - Report on any changes resulting from refined standards, measures and evidence.

Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
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Next Review Date: XXXX

[8] *College Performance Measurement Framework*

Policy 4.3 Board's Role in Policy Making

Purpose:

To articulate the Board's decision-making process and role in OCP policy-making in response to key issues or problems relevant to practice and the regulatory environment.

Application:

This policy applies to:

- **All Board Directors and OCP Committees**; and
- **The CEO & Registrar and Management** who provide corresponding resources and support.

Policy:

The OCP may become aware of significant emerging issues and problems relevant to practice and the regulatory environment from a variety of sources, including proactive scanning of the health care, practice and legislative/regulatory environments by staff, gaps identified by the Board or OCP Committees, or issues raised by other stakeholders.

The Board must ensure that its policy-making:

- Aligns with the College's mission to regulate pharmacy practice to serve the interests, health and well-being of the public;
- Aligns with the College's objects and duties as articulated in statute;
- Aligns with regulatory best practices, including right-touch, risk-based and outcome-focused regulation; and
- Takes into consideration the practice and legal environments, and the views of relevant stakeholders.

Procedure:

1. Decision-Making Framework for Determining the OCP's Policy Action

Once an issue that appears appropriate for Board consideration is identified by the CEO & Registrar, in consultation with the Board Chair as needed, OCP staff undertake the research and analysis necessary to support the Board's determination of which policy action the OCP should undertake, if any, including a discussion of the public interest rationale.
When determining whether the OCP should take policy action in response to an identified issue or problem, the Board may wish to consider the following kinds of questions.

1. **What is the issue or problem being brought forward to the Board?**

2. **Is this issue directly and clearly related to OCP's mandate to serve and protect the public interest and the purpose of the College as articulated above?**

   If the answer is "YES" – continue on.

   If the answer is "NO" – consider referral to another organization.

3. **Does the issue warrant action by the College?**

   If the answer is "YES" – continue on.

If the answer is "NO" – just say NO.

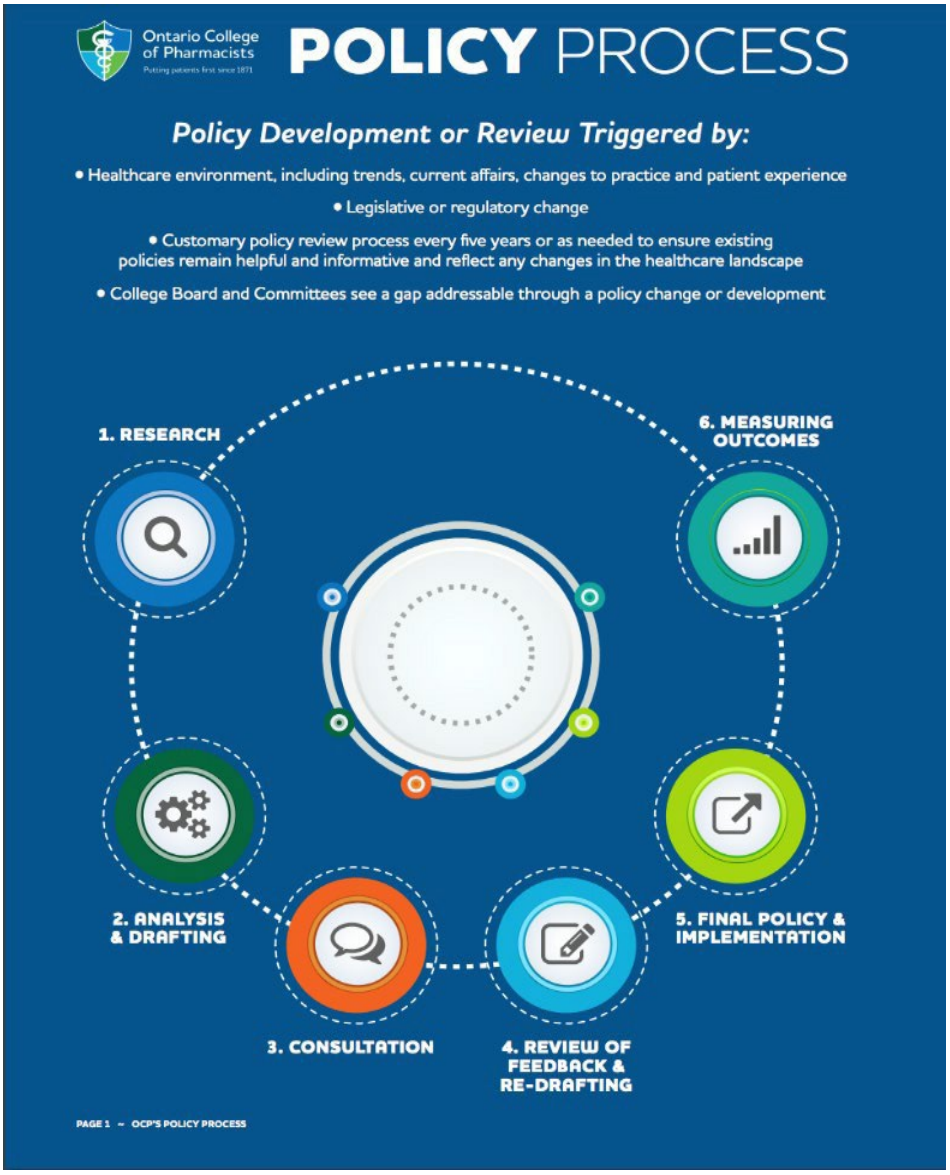
4. **Is there an appropriate policy solution?** What kind of policy solution or action would be appropriate, in light of regulatory best practices, including right-touch, risk-based and outcome-focused regulation? The term "policy solution" or "action" here is meant in the broadest sense, to refer to all possible actions, including the following examples:
    - Regulation
    - Standards of Operation and Practice
    - Practice Policy
    - Organizational Policy (e.g., Equity, Diversity and Inclusion Policy)
    - Guideline
    - Guidance
    - Position Statement
    - Fact Sheet
    - Framework

5. **What other considerations should be taken into account in determining an appropriate policy solution or action?**
    - Is the problem about risk to patients or public? If so, what is the nature and magnitude of the risk(s)? Are the risk(s) currently being managed? Are there any factors beyond risk to patients or public that should be considered?
    - Does the OCP have the statutory authority to take action?
    - What should be the role of the OCP in the proposed action?
    - What is the intended outcome(s) of the recommended action? What are the possible unintended consequences? How should outcomes be measured?
    - Does the recommended action satisfy the principles underlying right-touch regulation?
        - Proportionate: Regulators should only intervene when necessary. Remedies should be appropriate to the risk posed, and costs identified and minimized.
        - Consistent: Rules and standards must be joined up and implemented fairly.
        - Targeted: Regulation should be focused on the problem, and minimize side effects.
        - Transparent: Regulators should be open, and keep regulations simple and user-friendly.
        - Accountable: Regulators must be able to justify decisions, and be subject to public scrutiny.
        - Agile: Regulation must look forward and be able to adapt to anticipate change.
    - Will the recommended action contribute positively overall to the OCP's reputation as a credible and effective regulator?
    - Does the OCP have the capacity to undertake the recommended action?
    - What is the proposed implementation plan for the recommended action?

2. Decision- Policy-Making Process

Having made the decision to proceed with a specified policy solution or action in response to an identified issue or problem, the Board will continue to have varying levels of involvement in the policy-making process. For example, depending on the action chosen, the Board may be asked to approve posting of a draft policy for consultation, and may consult directly on the policy. The extent of consultation may vary depending on the selected policy action. As well, the Board may act as the approval body for a policy.

The OCP's Policy Process is reproduced below, and is also posted on the OCP's website at https://www.ocpinfo.com/library/other/download/policy-process-infographic.pdf, with further explanatory information:



Amendment: The Board may amend this policy.
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Last Review: June 14, 2021
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Next Review Date: XXXX

Insert OCP's Board Role in Policy Making Diagram

Policy 4.4 Board's Oversight Role in Risk Management

Purpose:

To articulate the responsibility of the Board to understand, support and oversee the College's management of risks to achieving their public protection mandate and strategic plan.

Application:

This policy applies to:

- **All Board Directors** who are jointly and severally responsible for oversight of the College; and
- **The CEO & Registrar and Management** who share the responsibility for identifying, analyzing and managing risk with the Board.

Policy:

A shared responsibility between the College Board, the Board's Finance and Audit Committee, the CEO & Registrar and Management is the commitment to identifying, addressing and mitigating risks that may prevent the College from achieving its public protection goals. A key governance responsibility of the Board is to understand, support and oversee the College's risk culture and ensure risk is managed appropriately.

As a regulatory body with a duty to serve and protect the public interest, the risk culture of the College is embedded within its mandate. Expectations are established through legislation, ensuring an inherent risk averse culture.

The Board follows its approved risk management process which includes the following:

- Using its strategic priorities as a filter, understand the process for identifying and prioritizing the key risks to achieving the College's mandate[9].
- Assess the metrics and assumptions in measuring probability and impact of the key risks (how often each risk might occur and how significant the harm or impact to the College could be).
- Determining tolerance level for key risks and corresponding response (prevent, minimize, accept).
- Monitor key risks and mitigation activities through regular reporting.
- Understand emerging trends and risks or opportunities for the College.

Procedure:

- The CEO & Registrar and Management are accountable for identifying and prioritizing key risks that may impact on the achievement of the College mandate and strategic priorities for the upcoming year; and identifying processes and metrics to monitor probability and impact. The Board is engaged in the process in that:
    - The Board is responsible for assessing its tolerance level and response to key risks;
    - The Board's Finance and Audit Committee may also become aware of risks during the normal course of their interaction with the College's auditors; and
    - This will be the foundation for the development of a risk management plan and register to be monitored by the Board.
- The CEO & Registrar and Management are responsible for analyzing and reporting on risks and mitigation through:
    - A risk register presented to the Board at least bi-annually such that the Board may monitor progress of mitigation activities; and

[9] Enterprise risk – may include reputational, operational, cyber, strategic, regulatory compliance and financial risk.

    - An operational scorecard presented to the Board quarterly such that the Board may monitor progress toward implementation of the strategic plan.

- The CEO & Registrar and Management are accountable for monitoring and reporting on emerging trends and risks or opportunities for the College on an ongoing basis. Those that require the Board's consideration and/or directional policy will be brought forward for strategic discussion.

Amendment: The Board may amend this policy.
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Last Review: June 14, 2021
Last Revision: June 14, 2021
Next Review Date: XXXX

Policy 4.5 Policies and Procedures for Overseeing Financial Risk

Purpose:

To articulate that the Board is responsible for ensuring appropriate resources are available to achieve the College's mandate and strategic directions.

Application:

This policy applies to:

- **The Finance and Audit Committee**;
- **All Board Directors**; and
- **The CEO & Registrar and Management** who manage and are accountable for all aspects of the College's finances under the Board's direction and oversight.

Policy:

The Board oversees the financial management with a view to identify and mitigate risk in key areas related to financial planning, its investment policy, registrant fee structure and an auditing process that includes its annual appointment of external auditors.

The Board ensures that a financial planning process is part of the overall strategic planning process of the College, and takes into account the financial implications of any new policy, action or direction prior to approving it for implementation. The Board is also committed to engaging in transparent consultations with stakeholders who may potentially be impacted by the financial implications of a proposed policy, action or decision that is before the Board.

The Finance and Audit Committee, on behalf of the Board, and CEO & Registrar and Management:

- Makes recommendations and provides advice to the Board regarding:
    - Annual Operating and Capital Budgets
    - Investment goals, strategies and performance
    - Fee(s) determination
    - Auditor's reports and recommendations
    - Significant deviations against budget
    - An annual committee report for the board, and
    - Other financial matters that it deems relevant to put forward to the Board.

The Finance and Audit Committee establishes policies in relation to contract execution and cash reserves, and the Board establishes the policy for investment of surplus funds of the College. The Finance and Audit Committee meets with the auditors prior to and following the annual audit. They receive and review the audited financial statements and audit results and recommend them for approval by the Board. The Chair of the Finance and Audit Committee and the Board Chair sign-off on the audited financial statements following board approval. Should the Chair of the Finance and Audit Committee be a non-Board member, another member of the Finance and Audit Committee who serves on the Board shall be delegated to sign the financial statements in place of the Chair.

The CEO & Registrar and Management are accountable to the Board for providing:

- Effective financial administration
- Timely and accurate information that the Board needs in regard to the College's financial status, or that the Board requests
- Work in collaboration with the Finance and Audit Committee to ensure the successful implementation of the Board's financial policies, and
- Accountability to the Board through defined reporting mechanisms.

College staff establish policies to ensure the consistent treatment of financial transactions in accordance with sound accounting principles. These policies are shared with the Finance and Audit committee.

Procedure:

The Board fulfils its oversight role with respect to Financial Risk through:

- Approving the annual operating and capital budget
- Appointing the financial auditor and receiving the reports annually
- Ensuring adequate and appropriate insurance aligned with identified and assumed risk(s)
- Approving and refreshing the College's investment policy(s).

Amendment: The Board may amend this policy.
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Last Review: June 14, 2021
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Next Review Date: XXXX

Policy 4.6 Board's Financial 'Check-List'

Purpose:

To lay out a financial checklist that the Board will be asked to complete annually.

Application:

This policy applies to:

- **The Finance and Audit Committee**;
- **All Board Directors**; and
- **The CEO & Registrar and Management** who manage and are accountable for all aspects of the College's finances under the Board's direction and oversight

Policy:

This checklist serves as a guide to the Board in assessing financial activities of the College with a view to minimizing financial risk. Each Board member fulfils their financial oversight role by reviewing financial statements and the proposed annual budget and asking appropriate questions to obtain the information and clarity needed to inform the Board's approval.

Checklist:

Indicator	Yes	No	N/A
The Board receives timely annual financial statements, which are clearly stated, and include the Balance Sheet and Statement of Revenue and Expenses			
Financial statements are prepared on a budget vs. actual and/or comparative basis to provide the Board a clearer understanding of finances			
At least annually the Board receives for its approval, a comprehensive operating budget which includes costs to give effect to its strategic plan and approved directions and programs; College operations and other expenses; as well as all sources of anticipated revenues for the coming year.[10]			
The Board ensures that the College has the workforce it needs to be successful now, and in the future[10]			
The Board is aware that the College has documented a set of internal controls, including the handling of cash and deposits, approval over spending and disbursements.			
The Board is aware that the College has a written policy related to investments.			
The Board approves written policies and procedures respecting reimbursement of travel and other expenses paid to all Board Directors and committee members and is satisfied these are followed.			
Accountability for the management of the College's financial resources is assured through management's regular reports to the Board			
The Board ensures that proper policies are in place with respect to establishing and maintaining sufficient funds to provide the level of reserves set out in the policy, and receives reports respecting reserve policies from time to time.[10]			
The Board is aware that the College has suitable insurance coverage which is periodically reviewed to ensure appropriate levels and types of coverage are in place.			
The Board is satisfied that OCP's accounting practices conform to accepted standards			

[10] *Reference: College Performance Management Framework (CPMF), Ministry of Health - Domain 2: Resources, Standard 4.1 – The College demonstrates responsible stewardship of its financial and human resources in achieving its statutory objectives and regulatory mandate.*

Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
Last Review: June 14, 2021
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Next Review Date: XXXX

Policy 4.7 Budget Approval

Purpose:

The purpose of this policy is to guide the Board in its annual Budget approval process.

Application:

This policy applies to:

- **The Finance and Audit Committee** who are delegated the responsibility by the Board to oversee financial activities of the College and endorse an annual budget for the Board's approval
- **The CEO & Registrar and Management** who provide key resource and support to the Finance and Audit Committee, and the Board regarding the proposed budget
- **All Board Directors** who are expected to: review budget proposals; ask appropriate questions as needed to gain information and clarity; and approve the annual budget of the College

Policy:

The Board ensures, when approving the annual budget, that the College has the financial and human resources necessary to carry out the strategic directions and regulatory programs, and to meet its legislative mandate to serve and protect the public interest.

Procedure:

- The Board shall consider approving, on the recommendation of the Finance and Audit Committee, an annual budget that represents the financial plan for operations for the coming year.
- The proposed budget shall contain detailed projections for revenues and expenditures.
- The CEO & Registrar is responsible for the development and presentation of a proposed budget for the upcoming fiscal year to the Finance and Audit Committee, for its consideration and presentation to the Board.
- In considering the proposed budget, the Board should take into consideration the following:
    - The anticipated expenditures for the coming year
    - The projected revenues and corresponding variance to expenditures
    - The anticipated costs attributed to implementing the Board's approved strategic plan, policies and programs in the coming year
    - The anticipated financial and human resources required to ensure the College's current and future sustainability.

Amendment: The Board may amend this policy.
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Policy 4.8 Remuneration and Expense Approval for Elected Directors, Academic Directors and Committee Appointees (not applicable for Public Directors – See policy 4.9)

Purpose:

To articulate the approval process for remuneration and expense approval for Elected Directors and Committee Appointees paid by the College.

Application:

This policy applies to:

- **Elected Directors** and **Academic Directors**;
- **Professional Committee Appointees and Lay Committee Appointees** who are appointed to committees, working groups and task forces by the Board of Directors.
- **College staff** who are accountable for the processing and payment of expense claims in accordance with the approved policy(s).

Policy:

While on College business, Elected Directors and Committee Appointees, other than Public Directors, are paid for time and reimbursed for expenses, in accordance with the College's *Remuneration Policy & Summary of Allowable Expenses.*

Procedure:

Claimants must:

- Complete the most current version of the claim form and submit electronically to the College staff responsible for the meeting.
- Submit receipts with all claims. Where the receipt is not available, a written explanation must be provided to explain why the receipt is unavailable and a description itemizing and confirming the expenses must be provided.
- Directors and Appointees are to exercise professional judgment when submitting their claims.
    - If the combined preparation and attendance time for a meeting was less than 3 hours, one half per diem claim for attendance should be submitted rather than submitting for both preparation and attendance.
    - Honoraria is only to be claimed for actual time spent on College activities. If individuals spend one hour each on three individual cases/activities, they are asked to claim one half (0.5) per diem total and list the activities in the comments section.
- Submit the claims promptly after the expense is incurred; claims must be submitted within four (4) months after the meeting/hearing to be eligible for reimbursement.
- Submit claims for expenses before leaving the position within the organization.

Approvers must:

- Provide approval only for expenses that were necessarily incurred in the performance of College business; and
- Provide approval only for claims that include all appropriate documentation and comply with the Remuneration policy and guidelines.

The College must:

- Pay all approved expenses promptly, and:
- In the event of disagreements with the interpretation of the policy, notify the claimant and any changes to the claim are recorded.

The Board must:

- Ensure that a random audit of the expense claims and payment procedures is conducted as part of the annual audit to assure accountability.
- Review the Remuneration Policy and Summary of Allowable Expenses as needed.

Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
Last Review: June 14, 2021
Last Revision: June 14, 2021
Next Review Date: XXX

Policy 4.9 Procedures for Public Directors Per Diem Claims

Purpose:

To articulate the Colleges' responsibility in supporting the process for Public Directors to claim for remuneration from the Health Board Secretariat (HBS).

Application:

This policy applies to:

- **Public Directors** appointed to the Board of the Ontario College of Pharmacists by Ontario's Lieutenant Governor in Council.
- **Management and Staff** who ensure that the HBS receives the required documentation to support processing of claims submitted by Public Directors

Policy and Procedure:

Public Directors appointed to the Board by the Lieutenant Governor of Ontario are entitled to a per diem for time spent and reimbursement for any direct expenses related to their involvement with and on behalf of the OCP's Board and Committees. Public Directors shall follow the Remuneration Framework for Public Appointees to the Health Professions Regulatory Bodies[11] (Colleges) established under the *Regulated Health Professions Act*, 1991 as amended from time to time.

The Framework sets out the parameters for payment of per diem honoraria for appointees performing the business of the Board (Council) of the College.

The Public Directors will:

- Submit completed claims for per diems and expenses to the Health Board Secretariat.

College Staff roles:

- Meeting Administrators will complete and provide a register of the activities/meetings of the Public Directors for submission to the HBS to review and confirm the validity of the claims.

Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
Last Review: June 14, 2021
Last Revision: June 14, 2021
Next Review Date: XXXX

[11] https://www.ontario.ca/page/agencies-and-appointments-directive#section-7

Policy 4.10 Approval of Board Chair Remuneration and Expenses

Purpose:

To articulate the approval process for remuneration and expenses for the Board Chair paid by the College.

Application:

This policy applies to:

- **The Board Chair** and;
- **The Board Vice-Chair** and**;**
- **The Chair of the Finance and Audit Committee** and**;**
- **College staff** who are accountable for the processing and payment of expense claims in accordance with the approved policy(s).

Policy:

While on College business, Elected Directors and Committee Appointees, other than Public Directors, are paid for time and reimbursed for expenses, in accordance with the College's *Remuneration Policy & Summary of Allowable Expenses*. The Board Chair, or Vice Chair when acting in the Chair capacity, may claim for Chair duties aside from those associated with college meetings.

Procedure:

The Board Chair and Vice-Chair must abide by both the College's Remuneration Policy & Summary of Allowable Expenses as well as Policy 4.8 on approval of remuneration and expenses.

Additionally, the Chair and Vice-Chair can claim for time & expenses related to:

- Regular meetings with the CEO & Registrar keeping in mind the expectation that individuals use professional judgement on the accumulation of time spent prior to claiming for 0.5 per diem or three hours work.
- Attendance at stakeholder events as a representative of OCP (subject to reporting rules if relating to meetings with advocacy bodies).
- Conference registration and expenses associated with regulatory conferences, limited to North America (international events require the approval of the Board).
- Performance management oversight of CEO & Registrar.
- Training related to the role of Chair position.

Expenses noted above (aside from Board/Committee meetings) are to be approved by both the Chair of the Finance and Audit Committee and one of the Board Chair or Vice Chair, ensuring that they are not approving their own expenses.

Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
Last Review: June 14, 2021
Last Revision: June 14, 2021
Next Review Date: XXXX

Policy 4.11 Indemnification

Purpose:

This policy provides further clarification respecting indemnification and sets out the procedure to be followed when the College is made aware of a potential claim.

Application:

This policy applies to:

- **All Board Directors and Committee Appointees of the College**

This policy applies to civil legal actions for monetary damages. It does not cover regulatory legal proceedings, such as appeals and judicial review applications that are not seeking monetary damages. Aspects of this policy (e.g., immediate notification of claims) might apply for complaints made to the Human Rights Tribunal.

Policy:

There is broad indemnification protection for representatives of the College for their actions taken on behalf of the College under Section 38 of the *Regulated Health Professions Act*, or *RHPA*.

The provision provides immunity for College representatives from having to pay monetary damages if they act in good faith. In this context, good faith means a sincere attempt to perform one's mandate even if that attempt is misguided. For example, misunderstanding the law and making an incorrect decision about the admissibility of evidence at a discipline hearing is an illustration of acting in good faith. Even if a Board or Committee member is mistaken or negligent in making a decision, they cannot be successfully sued unless they acted in bad faith.

Examples of bad faith are rare and usually involve a deliberate breach of a fiduciary duty (e.g., confidentiality or conflict of interest) or taking action for an ulterior purpose (e.g., personal benefit rather than the public interest). For example, warning a friend that the College is about to conduct an unannounced visit to the friend's pharmacy to copy records relating to allegations of billing fraud would be bad faith.

The College also carries liability insurance for all Board Directors and Committee Appointees acting in the course of their duties for the College.[12] Insurance coverage is important to cover the legal costs of defending an action as the s. 38 immunity provision does not cover those expenses.

Procedure:

The following procedures apply.

- Any Board member and Committee appointee who is aware of a potential claim must immediately report it to the Board Chair and the CEO & Registrar along with all relevant information and documents.
- The CEO & Registrar shall promptly notify the insurer of the claim or other reportable event.
- All Board Directors and Committee Appointees will cooperate in the defence of the claim.

[12] Most, but not all, legal proceedings are commenced against the College itself and not individual Board members and Committee appointees of the College.

- Any issues (e.g., coverage, legal representation) that arise will be dealt with by the Executive Committee in consultation with the CEO & Registrar and the insurer.
- The Executive Committee will keep the Board reasonably informed of the claim to the extent that is appropriate in all of the circumstances, particularly to the extent that the information is relevant to the Board's mandate (e.g., budgetary implications; possible reputational damage).

Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
Last Review: June 14, 2021
Last Revision: June 14, 2021
Next Review Date: XXXX

Policy 4.12 Investments

Purpose:

To ensure a shared understanding of the intentions and limitations respecting the investment of College funds. The goal underlying this policy is to ensure that the funds are invested in a prudent and diversified manner within the context of the *Trustee Act*, *Ontario*.

Application:

This policy applies to:

Registrar & CEO and Director, Corporate Services – who will administer the investment of College funds in accordance with the Investment Policy Statement and Investment Procedures (IPS).

The Finance and Audit Committee – who will oversee investment advisors and monitor the investments as part of their oversight responsibilities as set out in the by-laws.

The Board of Directors – who shall approve the Investment Policy Statement and Investment Procedures and any amendments and receive an annual report at the end of each fiscal year on the status of the College's investments as set out in the audited financial statements.

Policy:

In accordance with the College by-laws, surplus funds, including those allocated to a Reserve Fund, may be deposited for safekeeping and withdrawn, from time to time, with one or more chartered bank, trust company or other financial institution.

Procedure

1. The Board may establish Reserve Funds as required. At the end of each fiscal year, an allocation from any excess of revenue over expenses shall be made to maintain the Reserve Funds as established by the Board.
2. Surplus funds not allocated to Reserve Funds and not needed to meet the College's operating expenses in the immediate future are governed by the Investment Policy Statement and Investment Procedures (IPS) under the Operating Cash Investment Pool (i.e., surplus funds held pending use for operating expenses during the fiscal year).

The IPS sets all rules related to:

- permitted investments,
- term-to-maturity limits
- issuer concentration limits, and
- reporting requirements

3. Administration

The Director of Corporate Services (DCS) is responsible for the administration of the College's surplus funds.

4. Reserve Fund Investments

Reserve Funds shall be invested in accordance with the Investment Policy Statement and Investment Procedures (IPS) approved by the Board. The IPS governs investment objectives, permitted investments, constraints, benchmarks, monitoring, and reporting requirements for all Reserve Funds.

Amendment: The Board may amend this policy.
First Approval Date: December 12, 2022
Second Approval Date: September 15, 2024
Last Review/Approval Date: June 15, 2026
Next Review Date: XXXX

Policy 4.12a Investment Policy Statement and Procedure for Reserve Funds

Investment Policy Statement and Procedure for Reserve Funds (IPS)

1. Overview and Purpose

1.1 Overview

The College maintains reserve funds to support financial sustainability and respond to extraordinary or unforeseen circumstances, as defined in the Reserve Funds Policy.
This Investment Policy Statement sets out the investment policy framework governing the management, investment, and oversight of the College's reserve fund balances, and other investable funds, including surplus funds managed through the Operating Cash Investment Pool.

1.2 Purpose

To establish clear investment parameters, risk controls, and governance structures for the prudent management and investment of the College's reserve fund balances and other investable funds, consistent with Board-approved policies and the *Trustee Act, Ontario*.

1.3 Scope

The IPS applies to all reserve funds maintained by the College, including:

- Operating Cash Investment Pool
- Investigations and Hearings (I&H) Reserve Fund
- Operations Reserve Fund
- Any additional reserve funds established by the Board

This Policy does not define the purpose, minimum balance, or use of reserve funds. Those matters are governed exclusively by the Reserve Funds Policy. Where inconsistencies arise, the Reserve Funds Policy shall prevail.

Any additional reserve funds established by the Board will be invested in accordance with this IPS. Unless otherwise directed by the Board, newly established reserve funds will be managed conservatively with a focus on liquidity and capital preservation until a specific investment strategy is approved.

2. Legal Framework

Investments shall be made in accordance with the prudent investor standard under the *Trustee Act* (Ontario), the College's By-Laws and Board-approved policies, and any applicable regulatory requirements.

Investment decisions shall consider the purpose and time horizon of each reserve fund or investment pool, preservation of capital, liquidity requirements, diversification, and overall portfolio risk, consistent with the prudent-investor standard and Board-approved investment policies.

All individuals involved in investment oversight and management owe a fiduciary duty to act in the best interests of the College and in support of its public-interest mandate.

3. Investment Objectives

In order of priority, the investment objectives of OCP are:

1. Preservation of Capital – Protect principal from loss
2. Liquidity – Ensure funds are available when needed
3. Income – General stable income streams
4. Growth – Achieve real (inflation-adjusted) growth
5. Diversification – Spread risk across asset classes and issuers

Objective prioritization may differ by fund or investment pool, depending on their purpose and time horizon, including reserve funds as defined in the Reserve Funds Policy.

4. Governance

4.1 Responsibilities

- Board of Directors:
    - Is the legal Trustee and administrator of the Funds
    - Approves the IPS and approves any amendments
    - Oversees risk and ensures compliance
    - Will review the asset mix policy at least every four years to ensure it aligns with the overall objectives of the Funds
    - Annual investment performance review

- Finance and Audit Committee (FAC):
    - Oversees implementation of the IPS
    - Monitors compliance with Board-approved investment limits and policy parameters
    - Monitors investment performance and risk
    - Recommends changes to investment limits, asset mix, benchmarks, or policy provisions to the Board for approval
    - Appoint and terminate Investment Advisor
    - Evaluate the Investments Advisor’s performance

- Investment Advisor:
    - Manages investments within the IPS guidelines and under the direction of the Director, Corporate Services.

- Provide monthly transaction and holdings reports to the Director, Corporate Services, to support monitoring, compliance review, and internal oversight.
- Provides quarterly performance and compliance reporting to the FAC.

- Registrar and CEO:
  - Accountable for overall administration of the investment program.
  - Reports material issues to the Board

- Director, Corporate Services:
  - Acts as day-to-day liaison with the Investment Advisor
  - Preparation of quarterly reports to FAC
  - Monitor the asset mix and liquidity profile of each portfolio relative to its target asset allocation, taking into account liquidity requirements and any direction arising from Board-approved reserve targets, and instruct the Investment Advisor to rebalance as required within two quarters of an identified imbalance.
  - Executes investment transactions in accordance with the investment policy

4.2 Transaction Authority Limits

Authority to approve the use of reserve funds is governed by the Reserve Funds Policy.
The execution of cash transfers between investment accounts and operating accounts is an operational matter carried out by management through established financial administration practices. This Investment Policy Statement governs investment management and does not establish transaction-level withdrawal or banking authority.

5. Conflict of Interest and Ethical Standards

All persons involved in the investment program must act solely in the College's best interest, comply with the College's Code of Conduct and disclose any actual or potential conflicts of interest. Individuals with conflict of interest must recuse themselves from related decisions.

Investment Advisor must:

- Be registered under applicable securities legislation
- Maintain professional liability insurance of at least $2 million
- Must have no material conflicts of interest with the College
- Maintain professional designations (CFA, CIM, or equivalent)

6. Funds Description and Investment Strategies

1) ***Operating Cash Investment Pool:*** Used to hold excess cash that will be needed later in the fiscal year but is not required immediately for day-to-day operations and surplus funds not allocated to Reserve Funds.

Investment Objectives: The maintenance of liquidity and preservation of real capital

Risk Tolerance: Low

Minimum Balance: n/a

Asset Allocation:

Asset Class	Typical Allocation Range	Rationale
Cash & Cash Equivalents	Minimum balance sufficient to cover at least 6 weeks of anticipated cash outlays.	Provides liquidity for near-term needs and reduces portfolio volatility.
Fixed income (cashable GICs only)	Allocation determined based on liquidity needs.	Provides capital preservation with modest returns while maintaining liquidity.

2) ***Investigations and Hearings Reserve Fund:*** Set aside to cover external legal costs for inquiries, discipline hearings, fitness to practice hearings and appeals that exceed the annual budget.

Investment Objectives: The maintenance of liquidity and preservation of real capital

Risk Tolerance: Low

Minimum **Balance:** Target level per Reserve Funds Policy.

Asset Allocation:

Asset Class	Typical Allocation Range	Rationale
Cash & Cash Equivalents	Minimum balance sufficient to cover near-term funding requirements.	Provides immediate liquidity to cover time-sensitive expenditures.
Fixed income (cashable GICs only)	Allocation determined based on liquidity needs, with holdings structured to ensure ongoing access to funds.	Provides capital preservation with modest returns while maintaining access to funds as needed.

3) ***Operations Reserve Fund:*** This reserve fund is split into a short-term portion and a long-term portion (minimum dollar amount to be determined by the Board, following recommendation by the FAC as part of its annual review) for investment objective purposes. Target levels for the Operations Reserve Fund are established in the Reserve Funds Policy.

(a) Short-term Portion

Investment Objectives: The maintenance of liquidity and preservation of real capital.

Risk Tolerance: Low

Permitted Asset Mix:

Asset Class	Typical Allocation Range	Rationale
Cash & Cash Equivalents	Minimum balance sufficient to cover near-term and reasonably foreseeable funding requirements.	Provides liquidity for near-term needs and reduces portfolio volatility.

Asset Class	Typical Allocation Range	Rationale
Fixed income (cashable GICs only)	Allocation determined based on liquidity needs.	Provides capital preservation with modest returns while maintaining liquidity.

(b) Long-Term Portion
Investment Objectives: Preserve real capital and achieve long-term growth appropriate to reserve stability.

Risk Tolerance: Medium

Permit Asset Mix:

Asset Class	Typical Allocation Range	Rationale
Fixed Income / Debt Instruments	50-60%	Core component for capital preservation; helps mitigate equity volatility.
Equities / Equity Funds	40-50%	Provides growth to offset inflation and achieve long-term real capital preservation; aligns with benchmark index returns.

The long-term portion is not intended to maintain a strategic allocation to cash, as near-term liquidity needs are addressed through the short-term portion of the Operations Reserve. Temporary cash balances may arise in the long-term portion due to rebalancing, transitions, or market conditions and do not, of themselves, constitute non-compliance with this IPS.

7. Permitted and Prohibited Investments

7.1 Permitted Investments

For the purposes of this Investment Policy Statement, Cash and Cash Equivalents are instruments with an original term to maturity of 90 days or less, or instruments that are redeemable on demand without material penalty or loss of principal. Classification is based on liquidity and capital certainty, rather than on product type.
Subject to the specific investment objectives, risk tolerances, and asset-allocation constraints applicable to each fund or investment pool, the following investments are permitted:

Cash and Cash Equivalents

- Deposit accounts and high-interest savings accounts at Canadian Schedule I banks
- Money market funds rated AAA by DBRS or equivalent
- Other instruments meeting the definition of Cash and Cash Equivalents set out above

Fixed Income

- Guaranteed Investment Certificates (GICs)
- Government of Canada bonds and treasury bills
- Provincial and municipal bonds rated A or higher (DBRS or equivalent)

- Corporate bond rated BBB or higher by a recognized rating agency (such as S&P Global Ratings, Moodys Investor's Service, Inc.)
- Investment-grade bond exchange-traded funds (ETFs).

Equities (where permitted by fund risk profile):

- Equity exposure shall be obtained exclusively through broad-market, index-based ETFs or pooled funds listed in Canada or the United States.
- Direct holdings of individual equity securities are not permitted.

7.2 Concentration and Risk Limits

To limit concentration risk:

- Maximum exposure to any single issuer (excluding Government of Canada): 10% of total portfolio
- BBB-rated bonds limited to 10% of total fixed income
- Foreign equities limited to 30% of total equity allocation

Issuer and counterparty concentration limits are assessed on a look-through basis for ETFs and other pooled funds, based on the underlying securities held, and do not apply to the fund manager or ETF provider.

Investment structures should consider CDIC insurance limits when evaluating deposit concentration. Material exposure above applicable coverage limits must be monitored and reported to the Finance and Audit Committee, taking into account liquidity, pricing, and operational efficiency.

7.3 Prohibited Investments

The following investments are strictly prohibited in all OCP funds:

- Cryptocurrencies
- Derivatives, including options and futures
- Commodities
- Leveraged products
- Private placements

8. Performance Measurement

8.1 Benchmarks

Each fund shall be measured against an appropriate benchmark that reflects its time horizon, asset allocation, and investment objectives.

The FAC will approve the benchmarks for each fund, based on recommendations from the Investment Advisor.

8.2 Performance Calculation and Reporting

Performance will be:

- calculated net of all management fees and expenses,

- over time periods appropriate to the nature and objectives of each investment.
- reported quarterly to the Finance and Audit Committee (FAC), and
- reviewed annually by the Board.

8.3 Evaluation of Investment Advisor

The FAC will evaluate investment advisor's performance at least annually, considering:

- performance relative to assigned benchmarks over rolling periods,
- compliance with this Investment Policy, and
- quality and completeness of required reporting.

The FAC may also consider other relevant factors when making recommendations regarding the retention or replacement of Investment Advisor.

9. Rebalancing

Asset allocations shall be monitored quarterly and rebalanced within two quarters when outside approved ranges, unless otherwise approved by the FAC.

10. Reporting

- Monthly reports to Management by Investment Advisor
- Quarterly reports to FAC: holdings, allocation, performance vs benchmark, risks, fees, compliance certification.
- Annual FAC report to Board: performance evaluation, compliance summary.

11. Policy Review

This policy will be reviewed annually by the FAC, with strategic asset allocation reviewed every four years or upon material change to Fund objectives.

SECTION 5 – BOARD EDUCATION, TRAINING AND DEVELOPMENT

Policy 5.1 Training, Education and Development for the Board and Committees

Purpose:

To set out expectations and parameters related to ongoing training, education and development programs and opportunities for the OCP Board and Committees and the respective roles and responsibilities of the individuals relating to the training collective Board and Committees.

Application:

This policy applies to

- **All Board Directors**
- **All Committees**
- **The Governance Committee**
- **College staff that support the Board and Committees**

Policy:

The College and the Board of Directors are committed to ensuring effective governance and regulatory performance through provision of training, education and development opportunities for the Board and the Committees through initial orientation and ongoing education and training opportunities.

Procedure:

For the Board:

Best practices for Board development have been established by existing boards that have done self-evaluation to identify their collective strengths and weaknesses and used to inform plans for further training and development[13]. Board development is most effective where all Board Directors collectively demonstrate their commitment to learning about and effectively discharging their expected roles and responsibilities; embracing the benefits of ongoing learning and development; and evaluating collective performances of the Board to ensure overall effectiveness in governance.

On the recommendation of the Governance Committee, the Board uses its approved skills inventory to identify and assess the strengths and weaknesses of its current membership, and to inform its planning for ongoing training and development. Ongoing education and training programs for the collective Board will commonly focus on areas considered to be of benefit to all Directors and thus, to the Board collectively, including but not limited to training on Governance; Strategic Planning; Accountability; Evaluation; Regulatory Trends; etc. However, assessment using the skills inventory may identify common gaps in particular skills, for example, financial literacy, leading the Board to decide that all Directors would benefit from training to ensure they can collectively read and understand financial statements at an acceptable level, to discharge their governance role for financial oversight.

In addition to collective training and education initiatives, the Governance Committee may recommend that individual Board Directors participate in specific skills training to round out the Board's collective competence and/or the competence of specific committees to which Board Directors are appointed.

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[13] *https://www.boardeffect.com/blog/commitment-quality-training-keys-effective-non-profit-boards/*

For Committees - Training and development targeted to specific work of a committee:
All of the College Committees work to fulfil the Board's expectations and/or the College's statutory requirements, in accordance with their approved Terms of Reference. While initial orientation training that is specific to the work of the committee(s) is provided at the start of each Board year, ongoing training and development may also be provided as needed; or as identified through the annual evaluation of the collective committee or by the Chair.

In addition to collective training and education initiatives, the Governance Committee may recommend that individual Board Directors, who are committee appointees, participate in specific skills training to round out the committee's collective competence.

Remuneration:
Elected Board Directors and LCA and PCA Committee Appointees participating in Board and Committee education and training programs will be reimbursed for their time and expenses in accordance with Policy 4.8 and 4.10. Public Board Directors may be reimbursed subject to approval by the Health Board Secretariat as per Policy 4.9.

Participants will be required to provide their individual feedback on training programs, in fulfilment of the Board's commitment to evaluation of training programs as set out in policy 5.3.

Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
Last Review: June 14, 2021
Last Revision: June 14, 2021
Next Review Date: XXXX

Policy 5.2 Training for Chairs/Vice Chair of the Board and Committees

Purpose:

The Board is committed to supporting its Board and Committee Chairs in leading the Board and the committees towards their goals, through effective chairing. The purpose of this policy is to set out the approved processes related to induction training and ongoing support for the Chair of the Board, the Vice-Chair of the Board and the Chairs of Committees.

Application:

This policy applies to:

- **All incoming Chairs, including the Vice-Chair of the Board and the Chairs of the Committees**, whether they are returning, or are new to their chairing roles
- **Staff resources personnel that support committees**

Policy:

An initial Chair training session will be held at the start of every Board year, as soon as possible following the Board's process for election, selection or appointment of its Chair, the Vice Chair and Committee Chairs.

Ideally, a second 'Chairs Meeting' will be held for all Chairs, including the Board Chair and Vice-Chair, mid-way through the Board year; the session(s) will be facilitated by the Board Chair and Registrar & CEO and the senior staff who provides resources and support to the Board and the committees.

Procedure:

1. All incoming Chairs, including the Board Chair and Vice Chair, whether they are returning or new to their chair role, along with the staff resources assigned to Committees will participate in the induction training session for Chairs at the beginning of each Board year.
2. The induction training will help prepare and support new, incoming Chairs, in developing the skills required to lead through chairing. The induction session also provides experienced Chairs, who are returning to a chairing role, the opportunity to share their insights and experience with the new Chairs, and to refresh and enhance their own skills. Topics included in the induction Chair training will include, but not be limited to:
    - Leadership through effective chairing,
    - Respective roles and responsibilities - Chair/staff,
    - Facilitating discussion and deliberations, and
    - Identifying and managing difficulties that may arise.
3. To facilitate discussion between Committee Chairs and the Board, approximately mid-way through the Board year, the Board Chair can convene a meeting of Committee Chairs to share their experiences and challenges and ask questions of each other. The Chairs Meeting provides opportunities for coaching and support, and to take away important learnings from the experiences of each other.
4. In alignment with the Board's commitment to evaluation as set out in 5.3 below, Chair training will be evaluated by the participating chairs to ensure value is achieved, and to inform changes to these sessions, if warranted.

Remuneration

Elected Board Directors and LCA and PCA Committee Appointees participating in Board and Committee education and training programs will be reimbursed for their time and expenses in accordance with Policy 4.8.

Public Board Directors may be reimbursed subject to approval by the Health Board Secretariat as per Policy 4.9. Participants will be required to provide their individual feedback on training programs, in fulfilment of the Board's commitment to evaluation of training programs as set out in Policy 5.3.

Amendment: The Board may amend this policy.
First Approval Date: June 14, 2021
Last Review: December 12, 2022
Last Revision: December 12, 2022
Next Review Date: XXXX

Policy 5.3 Evaluation of Training

Purpose:

The purpose of this policy is to set out the processes to be followed for evaluating the effectiveness of all approved training programs provided to, or attended by the Board, the Committees and individuals who serve on each:

- To ensure the intended learning goals and objectives of training were achieved and remain relevant and address need;
- To ensure the program addresses applicable and relevant knowledge and skills gaps;
- To enable amendment and modification of future training to ensure the program continues to add value.

Application:

This policy applies to:

- **All Board Directors**
- **All Committees and individual Committee Appointees**

Policy:

The Board ensures reasonable resources are available to fund education and training programs that will support and improve the overall performance and effectiveness of the Board, the Committees, and the individuals who serve on each; in return, the Board has a corresponding interest, and responsibility, to determine the value of the training programs it funds.

In alignment with best practices, and to assist in planning for future training and development, the Board requires all education and training programs that have been approved and delivered to be evaluated, to determine:

- Whether the learning objectives of the program were met;
- What participants felt/thought about the program overall;
- Whether participants believe they benefited, or will benefit, from the program and how;
- Whether knowledge and skills learned are expected to be put into practice, and how;
- What participants considered to be the strengths or weaknesses of the program (content, delivery by instructors); and
- Whether the education and training was such that others may benefit from the same program going forward.

Amendment: The Board may amend this policy.
Approval Date: June 14, 2021
Last Review: June 14, 2021
Last Revision: June 14, 2021
Next Review Date: XXXX

Objects of the College

3. (1) The College has the following objects:

1. To regulate the practice of the profession and to govern the members in accordance with the health profession Act, this Code and the *Regulated Health Professions Act, 1991* and the regulations and by- laws.

2. To develop, establish and maintain standards of qualification for persons to be issued certificates of registration.

3. To develop, establish and maintain programs and standards of practice to assure the quality of the practice of the profession.

4. To develop, establish and maintain standards of knowledge and skill and programs to promote continuing evaluation, competence and improvement among the members.

4.1 To develop, in collaboration and consultation with other Colleges, standards of knowledge, skill and judgment relating to the performance of controlled acts common among health professions to enhance interprofessional collaboration, while respecting the unique character of individual health professions and their members.

5. To develop, establish and maintain standards of professional ethics for the members.

6. To develop, establish and maintain programs to assist individuals to exercise their rights under this Code and the *Regulated Health Professions Act, 1991*.

7. To administer the health profession Act, this Code and the *Regulated Health Professions Act, 1991* as it relates to the profession and to perform the other duties and exercise the other powers that are imposed or conferred on the College.

8. To promote and enhance relations between the College and its members, other health profession colleges, key stakeholders, and the public.

9. To promote inter-professional collaboration with other health profession colleges.

10. To develop, establish, and maintain standards and programs to promote the ability of members to respond to changes in practice environments, advances in technology and other emerging issues.

11. Any other objects relating to human health care that the Council considers desirable.

Duty

(2) In carrying out its objects, the College has a duty to serve and protect the public interest. Section 6 of the *Pharmacy Act* reads as follows:

Additional objects

6. In addition to the objects of the College set out in subsection 3 (1) of the Health Professions Procedural Code, the College has the following objects:

1. To regulate drugs and pharmacies under the *Drug and Pharmacies Regulation Act*.

1.1 To exercise the powers and duties of the College under the *Drug Interchangeability and Dispensing Fee Act*.

2. To develop, establish and maintain standards of qualification for persons to be issued certificates of accreditation.