Board of Directors Meeting Agenda

THURSDAY SEPTEMBER 5, 2024
9:00 AM – 12:00 PM

MEETING LINK

1. **Welcome and Land Acknowledgment**
   Land Acknowledgement will be provided by Doug Brown

2. **Declaration of Conflict of Interest**
   The Board will be asked to identify any items on the agenda with which they believe they may have or appear to have a potential for a conflict of interest.

3. **Update from Interim Governance Chair - Carried over from August 9th Meeting**
   Interim Governance Chair, Ravil Veli will provide the Board with an update regarding an alleged conflict of interest respecting Sara Ingram.

4. **Governance Review Proposal**
   The Board will be asked to consider approving a third-party Governance Review.

BREAK

5. ***In Camera –***
   Pursuant to *Health Professions Procedural Code s. 7 (2)(b) and (d).*

ADJOURNMENT

Ontario College of Pharmacists
Putting patients first since 1871

BOARD BRIEFING NOTE

MEETING DATE: September 5, 2024

FOR DECISION

From: James Morrison, Board Chair

Topic: Seeking direction to initiate and develop an external governance review.

Issue/Description: Due to the frequency and extent of tensions being experienced by the Board and challenges to completing our regulatory work in the public interest, the Chair is seeking direction to engage external regulatory governance expert(s) to facilitate Board discussions and problem-solving related to governance processes.

Public interest rationale: Good governance is crucial for running the regulatory Board smoothly and making decisions that serve the public's interests. It is a key part of everything we do.

Strategic alignment, regulatory processes, and actions: While not specifically related to one of the Board's current strategic goals, effective governance is an essential building block for all OCP regulatory initiatives, as well as the Board's fiduciary and legislated duty. Periodic Board effectiveness reviews are also one component of a highly functioning regulatory College, as outlined in the College Performance Measurement Framework (CPMF) standards[1] https://www.ocpinfo.com/about/performance-accountability/college-performance-measurement-framework/.

Background:

In the last three months, there have been growing tensions among OCP Board members, and between Board members and the Registrar. This has led to delays in regular Board meetings, postponement of policy discussions, and a lot of time and effort spent trying to address these conflicts. We have seen an increased frequency of private member motions without background materials or public-interest rationale, an increased frequency of *in-camera* meetings to discuss personnel matters, allegations regarding other Directors' conduct and other behaviours that to me are indicative of Board discord and a breakdown of trust. We appear to be at an impasse. It is my belief that governance challenges are preventing us from doing our work. Extensive discussions about process and governance at public meetings are also leading to reputational harm. To help resolve these issues, rebuild trust and find a constructive way forward, I am proposing that the Board consider engaging in an independent governance practices review. I have requested assistance from staff in completing background research that may assist in our decision-making.

Analysis:

Our main job, as set out by the R*egulated Health Professions Act,* is to regulate the pharmacy profession in the public interest. With growing pressures on our registrants, many pharmacy professionals are struggling with their health, and there's a push to expand their roles in the healthcare system. This makes strong and adaptable leadership more important than ever. We need to find a way to get our work done.

We are not alone in our current challenges. Other regulators in Ontario and across Canada, facing similar pressures and tensions, have benefited from facilitated discussions by independent third parties with knowledge of regulatory

[1] The CPMF was first released by the Ontario Ministry of Health in 2020. Its purpose was to further strengthen the accountability and oversight of Ontario's health regulatory Colleges by providing information that is transparent, consistent and aligned across all colleges on their performance in serving the public's interest. The CPMF consists of seven domains of which governance is one. The OCP reports annually and publicly on its initiatives related to Board training, Board self-evaluation and evaluation of Board effectiveness by an external third party.

work and trends. The approaches taken by other Colleges have been quite varied in both approach and scope. Frequently other reviews have benefitted from an assessment using the Professional Standard Authority's (PSA's) Standards of Good Governance (see Appendix 1). In the regulatory world, the UK-based PSA, serves a function similar to the ISO and is a trusted source of evidence-based regulatory best practices.

The external review I am proposing is not intended to replace the investigations we already agreed upon. Learning from our fellow regulators, we can add an independent review of governance processes to our series of next steps needed to address existing tensions.

From my point of view, there are several benefits of an independent, third-party review. Other regulators have benefited from:

1. Skilled facilitation and impartiality: In an atmosphere of tension and mistrust, an independent review by skilled governance experts can help identify and unpack the sources of tensions and facilitate potentially difficult discussions that are needed to move forward. Further, depending on how we choose to design the review, an external review could include all members of the Board, the Registrar, and, if desired, senior staff. It can shine a light on challenges and strengths in an impartial and comprehensive way without favouritism;
2. Undertaking a governance review in response to the already voiced concerns of Board members is a way to acknowledge our existing pain points, indicate that concerns have been heard and commit to working together on a constructive way forward;
3. Frequently, external governance reviews identify the necessary next steps and a sequential implementation plan; and
4. The work required of a governance review can take place outside of Board meetings, thereby allowing the Board to focus on its fiduciary responsibilities and policy-making work during regular Board meetings.

It will require an investment of time and money to do this, and it will require a real commitment to self-reflection and authentic conversations. This is not always easy. It will also likely take some time and practice to be truly effective. The downside of a review, as with all major initiatives, is that it may take away our energy and focus from other strategic priorities, though it can be argued that that is already happening.

The table in Appendix 1 provides a high-level overview of Canadian regulators that have completed governance reviews in the past 15 years. There are almost certainly additional examples, but the reviews in Appendix 1 include publicly available reports that we can draw from. They demonstrate a broad spectrum of motivations and approaches taken for these reviews.

If the Board agrees to the motion below, I propose a process where the Board is directly involved in designing the review, identifying its scope and breadth, and guiding its implementation.

Motion:

THAT the Board approves the proposal to initiate an independent, third-party governance review that Board members will guide and develop, including choosing the reviewer, setting the parameters of the review and leading the consideration of findings.

Appendix 1: Environmental scan of select regulatory Colleges undertaking governance reviews[2]

College and year	Motivation and elements of review	Standards used	Report
College of Dental Hygienists of Ontario (2024) Voluntary review	As part of the College's commitment to continuous quality improvement and compliance with CPMF external review requirements (std 1.2.b), the College commissioned a governance review with a view to building and sustaining effective oversight in the public interest. The Council wanted to answer, "*How well [is the] College executing their mandate which is to act in the public interest?*" A particular concern and focus of the review was the College's strict adherence to the Carver model of "Policy Governance" which was seen to be impeding decision making and focus on the public interest.	Good governance standards adapted from the PSA (see Appendix 2)	https://cdho.org/wp-content/uploads/2024/03/Governance-Report.pdf Reviewers: Harry Cayton, Deanna Williams
College of Physiotherapists of Ontario (2023) Voluntary review	A voluntary review of the College's governance practices identifying potential areas of improvement, in keeping with the College's strategic goal of ensuring they meet or exceed industry governance practice and aligning with Ontario regulatory standards delineated in the CPMF. Introduction to the review identifies a challenging context for the CPO: *"CPO and its Council have navigated a difficult five years, including a global health pandemic, the sudden death of its Registrar, a national exam crisis, and significant culture and relationship issues."*	Dimensions of governance practice outlined by consultants, including decision-making processes, human dynamics and behaviour, and oversight and monitoring practices. Excluded governance structures (see p. 26)	https://www.collegept.org/docs/default-source/council/2023-12-14_cpo_council_meetingmaterials.pdf?sfvrsn=cca0d2a1_0 (pp 19-83) Reviewed by: A Regulator's Practice- Bradley Chisholm, Deanna Williams and Harry Cayton
Ontario College of Social Workers and Social Service Workers (2022)	Voluntary review focused on governance structures and practices. The primary governance concern that needed to be addressed was a lack of trust and consequent tension among Council members and	Good governance standards adapted from	https://www.ocswssw.org/wp-content/uploads/OCSWSSW-governance-report.pdf Reviewed by: Harry Cayton, Deanna Williams and Kate Webb

[2] There are other Colleges that have completed governance reviews with consultants or entities other than the PSA or A Regulator's Practice, however, not all of them post their governance reports publicly. The reviews summarized here have all been reported on publicly via the regulator's website. Many are well-known in the Canadian regulatory world for their rigor and impact.

College and year	Motivation and elements of review	Standards used	Report
Voluntary review	between Council members and senior staff. This discord was affecting Council's ability to function collectively in the public interest and be forward looking. Additional concerns included ineffective decision-making processes and tensions between the two professions regulated by the College. The work was completed in two phases, with the first phase focused on governance training needs and workshops and the second phase focused on a comprehensive review of the College's overall governance policies and practices.	the PSA (see Appendix 2)	
Professional Engineers Ontario (PEO) (2019) Voluntary review	Review initiated by the regulator in response to expressed internal and external criticism that PEO was not sufficiently focused on its mandate to protect the public and that its practices and processes were not in line with the principles of Right-touch regulation. They were also neither operating effectively nor efficiently. The review included operational programs only (registration, complaints, discipline and compliance, standards). The review did not assess PEO governance.	PSA standards of good regulation as adapted for the Ontario engineering context.	https://www.professionalstandards.org.uk/docs/default-source/publications/international-reports/review-of-the-regulatory-performance-of-professional-engineers-ontario.pdf?sfvrsn=b3e07420_2 Reviewed by: Harry Cayton, Deanna Williams, Kate Webb for the Professional Standards Authority
Saskatchewan Registered Nurses Association (2019) Voluntary review	Profession-led association for RNs with a dual mandate – both regulator and professional association. This was a voluntary review requested by the Association as part of its continuous quality improvement activities. The Association asked PSA for a review of it's regulatory programs(complaints, investigations and discipline functions) against the Standards of Good Regulation and against other regulators to identify where it was performing well and to highlight areas for improvement. This review did not include governance matters.	PSA standards of good regulation, as adapted for the SK nursing context	https://www.professionalstandards.org.uk/docs/default-source/publications/international-reports/a-review-conducted-for-the-saskatchewan-registered-nurses-association-(may-2019).pdf?sfvrsn=d6a07420_7 Reviewed by: Professional Standards Authority
College of Dental Surgeons of British Columbia (2018)	This Inquiry was mandated by the BC Minister of Health in response to significant challenges being experienced by the College. This very comprehensive Inquiry reviewed the legislative framework of the College and all regulations and by-	PSA standards of good regulation and PSA standards of	https://www.professionalstandards.org.uk/docs/default-source/publications/international-reports/cdbsc2019.pdf?sfvrsn=55887420_6 Reviewed by: Professional Standards Authority

College and year	Motivation and elements of review	Standards used	Report
Imposed reviewed. Commissioned by the BC Minister of Health	laws, governance practices and all operational programs. The review was initiated as a result of serious Board dysfunction, lack of transparency and accountability for decisions, lack of regulation in the public interest, an over-reliance on input from the professional association, Board questioning (and at times reversal) of Committee decisions, and a complete lack of trust among Board members and between Board members and College leadership and staff (including "unacceptable levels of discourtesy towards staff"). The Inquiry reviewed core operational programs (Registration, Standards and Complaints and Discipline) against PSA standards of good regulation, and Board activities against the Standards for Governance.	good governance.	
College of Registered Nurses of British Columbia (2016) Voluntary review	Self-initiated review including a review of both regulatory programs (Registration, Complaints, Standards) and governance in keeping with the College's commitment to continuous quality improvement. The College wished to benchmark its performance against other regulators, to confirm where it was performing well and to identify areas for improvement.	PSA standards of good regulation, as adapted for the BC nursing context.	https://www.professionalstandards.org.uk/docs/default-source/publications/special-review-report/a-review-conducted-for-the-college-of-registered-nurses-of-british-columbia-(april-2015).pdf?sfvrsn=49db7120_14 Reviewed by: Professional Standards Authority
Royal College of Dental Surgeons of Ontario (2013) Voluntary review	Self-initiated review for continuous quality improvement purposes initiated by the regulator to benchmark the performance of its regulatory programs (standards, registration and investigation and resolution of complaints) against PSA standards and other regulators. The College was looking for a review of where it was doing well and where there existed areas for improvement. This review did not include governance matters.	PSA standards of good regulation, as adapted for the ON dentistry context.	https://www.professionalstandards.org.uk/docs/default-source/publications/special-review-report/review---royal-college-of-dental-surgeons-of-ontario-2013.pdf?sfvrsn=98757f20_4 Reviewed by: Professional Standards Authority
College of Denturists of Ontario (2012)	After significant external criticism from system partners, registrants and candidates regarding the fairness, transparency, impartiality and objectivity of the College, the Ministry expressed concern that the College may not be fulfilling its statutory duties	*Framework for Audits of Registration Practice: Guidance for*	https://denturists-cdo.com/Resources/Publications-(1)/Ministry-of-Health-and-Long-Term-Care-Audit-by-PwC.aspx Reviewed/audited by Price-Waterhouse Coopers

College and year	Motivation and elements of review	Standards used	Report
Imposed operational review and audit, ordered by the Minister of Health	under the RHPA and not governing the profession of denturism in the public interest. The Ministry asked Price-Waterhouse Coopers to assess the governance, decision-making and operations of the College.	*Regulatory Bodies*, and Office of the Fairness Commissioner's *Conducting Entry-to-Practice Reviews; Guide for regulators of Ontario Professions.*	

Appendix 2: The Standards of Good Governance[3]

1. The regulator has an effective process for identifying, assessing, escalating and managing risk of harm, and this is communicated and reviewed on a regular basis by the executive and board
2. The regulator has clear governance policies that provide a framework within which decisions can be made in-line with its statutory responsibilities and in the interests of clients and the public
3. The board sets strategic objectives for the organization. The regulator's performance and outcomes for clients and the public are used by the board when reviewing the strategic plan
4. The regulator demonstrates a commitment to transparency in the way it conducts and reports on its business
5. The regulator engages effectively with clients and the public
6. The regulator engages appropriately with the profession
7. The board takes account of equality and diversity in its decision-making
8. The board has effective oversight of the work of the Executive
9. The board works corporately, with an appropriate understanding of its role as a governing body and of members' individual responsibilities

[3] Adapted from the Professional Standards Authority