



Setting the Standard for Great Teaching
Fixer la norme pour un enseignement de qualité

Memo

Date: September 3, 2019
To: Members of Council
From: Michael Salvatori, OCT
Chief Executive Officer and Registrar
Subject: **Governance Committee Reports**

The Governance Committee's report to Council for the February 28-March 1, 2019 meeting contained a motion for consideration that recommended a regulatory amendment with respect to the appointment of members to Council. The business of the Council meeting did not allow sufficient time for the report to be presented and as a result, it was carried forward to the May 2019 meeting.

The committee's report for the May 30-31, 2019 meeting contained a motion with a recommendation provided in response to a referral from the Executive Committee related to a mid-term committee appointment process. Neither the February nor the May reports were considered by Council during the May meeting.

The reports of the Governance Committee from the February and May 2019 Council meetings are therefore included on the agenda for this meeting as Document 85, Attachments 1 and 2.

Michael Salvatori, OCT



Memo

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

Committee Meetings Dates

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

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

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

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

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

Summary of Discussions

1. Committee Orientation

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

2. Self-Assessment Survey and Council Debriefing Protocol

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

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

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

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

3. Mid-Term Appointment Process

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

4. Deeming Provision

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

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

5. Vacant Northeast Region Position – Invitation to Apply

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

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

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

Motions Referred to Council

That the Governance Committee recommend:

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

Committee Mandate/Duties

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

Future Meeting Date(s)

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

Committee Members

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



Tom Potter

Appendix 1

6.05 Governance Committee:

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

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



Memo

Date: May 17, 2019
To: Members of Council
From: Tom Potter
Chair, Governance Committee
Subject: **Report of the Governance Committee**

Committee Meetings Dates

Since our last report to Council, the committee met twice: on April 25 and May 16, 2019. The agenda for May 16 included interviews of candidates for the vacant Northeast region position on Council.

Summary of Discussions

1. Governance Update

A primary focus of the April 25 meeting was to receive an update on activities related to the governance review.

When Bill 48 received Royal Assent on April 3, 2019, it amended the *Ontario College of Teachers Act*. The Act now includes a number of elements which enable recommendations passed by Council at the February 28-March 1 meeting. While now reflected in the Act, such governance related amendments will only be effective once a proclamation date is announced by the government. Following proclamation, regulations developed by the government, for example, confirming the size and composition of Council, will need to be received by Council before implementation activities can begin.

The committee heard that two of Council's recommendations – specifically i) to provide Council with the authority to establish a selection process for Council members, and ii) to establish statutory, regulatory and SPE committees with individuals other than Council members – cannot be implemented until further Act amendments are introduced. Following the last Council meeting, the Minister was informed of the required Act changes.

The committee agreed that the Minister's presence at the May Council meeting was an opportunity to seek clarification around timing and government intentions related to Council's dispositions on the governance review recommendations to date. In the spirit of transparency, the committee requested staff inform the Ministry staff of the committee's interest in the Minister addressing this topic.

2. Post-Meeting Evaluation Surveys

The committee received the results of the post-Council meeting online survey from the February 28-March 1 meeting. Following every Council meeting, members are invited to participate in an online survey to provide their assessment and reflections regarding the most recent meeting. The committee discussed whether a code of conduct focused on respectful discourse was required. Members agreed to review existing codes and protocols relevant to Council members at the next meeting.

At the Feb 28-Mar 1 meeting, Council passed a motion to establish tools for formal annual reviews of the effectiveness of Council, committees and chairs. The committee will receive information at their next meeting on various models and tools available for this purpose.

In the interim, the existing post-meeting survey tool will continue to be used, with results shared with the Governance Committee to identify any trends.

3. Mid-Term Appointment Process

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

On April 25, the committee reviewed a draft protocol reflecting their discussion and agreed to recommend it to Council.

4. Review of Applications for Vacant Northeast Regional Position

On April 25, the committee reviewed applications for the vacant Northeast part-time/full-time regional position on Council. This position became vacant in January with the resignation of an acclaimed Council member.

An invitation to apply was posted online and published in the March 2019 issue of *Professionally Speaking/Pour parler profession*. A total of eight applications were received, four of which were eligible based on their place of residence and employment status. The committee agreed to short-list the four eligible applicants for an interview on May 16. This timing would permit a recommendation to go forward to Council at the May 30-31, 2019 meeting.

The committee agreed that potential candidates would be informed of the possible impact of the recent Act amendments on the current term of Council in advance of the interview.

On May 16, the committee interviewed four candidates. Committee members noted the expertise and knowledge demonstrated by the candidates. Using a scoring rubric for the interview questions, the committee assessed all candidates. After a review of references, the committee is recommending that Nancy Saunders (formerly Larmer), OCT be appointed to the position by Council. Information about this candidate can be found in Attachment 1C to this report.

5. Election 2021

On May 16, the committee discussed possible ways of educating candidates for Council – elected and appointed members – about the mandate of the College, representing the public interest and serving on committees of Council. The committee requested that staff bring back some options for consideration for the 2021 election.

Motions Referred to Council

1. That the Governance Committee recommend:

That Council approve the following protocol for the Executive Committee's consideration when making mid-term appointments of Council members to committees:

- 1) Where positions on Council are vacant going into the inaugural meeting of a new Council term, some committee positions may be left vacant to allow newly appointed members to join a committee immediately. This information should be shared with the Governance Committee when it meets to review committee memberships ahead of the inaugural meeting.**
- 2) A survey of Council members to encourage individuals to voluntarily resign from one or more committees.**
- 3) The Chair of Council will appeal to individuals with a higher number of committee memberships directly.**
- 4) Lastly, College staff will ensure that the Public Appointments Secretariat shares with prospective appointees updated information that committee membership is required as part of Council service.**

2. That the Governance Committee recommend:

That Council appoint Nancy Saunders, OCT to the Northeast region part-time/full-time position.

Committee Mandate/Duties

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

Future Meeting Date(s)

The next meeting has been scheduled for July 10, 2019.

Committee Members

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



Tom Potter

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 - (ii) At the inaugural meeting of a new Council:
 - A) provide a list of all nominations received for the office of the Chair and Vice-Chair of Council.
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- (vi) develop Council recruitment strategies and procedures for both elected and appointed members.
- (vii) establish a protocol to facilitate the time for appointment of members to Council when vacancies arise.
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- (ix) develop risk assessment strategies to ensure Council fulfils its legal, ethical and functional responsibilities through adequate governance policy development, Council development strategies, training programs, monitoring of Council activities, and the establishment of assessment tools for the evaluation of Council committees, committee chairs and individual Council members' performance.
- (x) complete governance audits and report publically on overall Council effectiveness.
- (xi) provide guidance on issues of governance to Council and committee Chairs.
- (xii) develop and recommend to Council adequate oversight policy to ensure that Council fulfils its fiduciary responsibilities.
- (xiii) assist in ensuring that the College and Council function in accordance with the relevant legislation and regulations and the bylaws of the College.
- (xiv) assist Council in establishing/revising mission, vision, values, goals, objectives and policies as may be required.
- (xv) recommend to Council and annually implement a Council development plan to include: Council evaluation, Council education and professional development
- (xvi) recommend and annually implement an evaluation of the Chair of Council.