



Memo

Date: September 2, 2020
To: Members of Council
From: Tom Potter
Chair, Governance Committee
Subject: Report of the Governance Committee

Committee Meeting Dates

Since our last report to Council through the June 2020 Chair's Report, the committee met once on August 18, 2020.

Summary of Discussions

Election Preparation

The committee received an update on preparation for the 2021 election. The election call on August 18, 2020 signaled the start of the nomination period. Nominations for the 23 elected positions on Council will be received until November 27. The list of confirmed candidates will be published on the College's website on January 8, 2021 with full biographies available in the March 2021 issue of Professionally Speaking/Pour parler profession and on the website. Voting will occur between March 8 and April 12, 2021 with the College's ninth Council announced on April 14, 2021.

The committee discussed Council's recommendations regarding College governance and the possible impact of amending legislation being introduced by the government during the election process. The election regulation under the College's Act requires the election to conclude before April 30, 2021 so until legislative amendments are passed, the election must proceed. The committee reiterated its intention to be open and transparent about the situation with potential candidates.

The committee viewed an updated video describing the nomination process and role of a Council member. They also viewed paid advertising samples for inclusion in stakeholder publications. Input and comments from the committee have been incorporated into both video and ads.

Competency Profiles for Council and Committees

In January 2020, the committee held two working sessions with external consultant Deanna Williams of Dundee Consulting Group. One goal of the engagement was to develop a more detailed process for the appointment of Council members using sortition as its starting and ending points. Council approved the recommendations from this committee based on this work in March 2020.

The second objective of the engagement with the consultant was to develop competency profiles for Council, its committees and non-Council committee members. At the August 18th meeting, the committee reviewed the work done to date in this area, namely the identification of attributes and competencies categorized as essential (all Council members must possess them), desired (ideally all Council members would possess, but it's not a requirement) and special (a select number of Council members should possess these competencies and/or attributes).

At its next meeting, the committee will continue its work in defining roles and expectations as well as developing the competencies and attributes for Council and committees to share with potential applicants. The Chair of the Accreditation Committee, Colleen Landers, attended as a guest and shared some initial, high level competencies and attributes specific to that committee. The Governance Committee will also look at ways to facilitate a possible transition, and the role of a Governance and Nominating Committee (GNC) to support possible future requirements in a new governance model.

Guidance for Ad Hoc Committee on College Membership for Private School Teachers

The committee received a request from the ad hoc committee looking at the motion regarding whether teachers at Ontario's private schools should be members of the College. Specifically, the ad hoc committee wanted input from the Governance Committee as to whether the proposed motion supported (or contradicted) the College's mission, vision and values, and how it might align with the strategic priorities.

College membership for independent/private school teachers would support the College's mission, vision, values and strategic priorities, however, the Governance Committee agreed not to endorse the motion until the ad hoc committee completes its work and reports to Council.

Lastly, the committee reviewed and approved the text highlighting committee activities for the 2019 Annual Report, and the 2021 budget for the Governance Committee.

Motions Referred to Council

There were no motions referred to Council.

Committee Mandate/Duties

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

Future Meeting Date(s)

The next meetings have been tentatively scheduled for September 21 and October 8, 2020.

Committee Members

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



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.