



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

Memo

Date: February 11, 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, the committee held two working sessions on January 16 and January 31, 2020.

Summary of Discussions

On November 13, 2019, the committee decided to engage the services of an external facilitator to assist in the development of a more detailed process for Council and committee member appointments. This process would form the basis of a recommendation to Council.

On January 16, the Governance Committee met with Deanna Williams of Dundee Consulting Group to discuss the scope and objectives of her engagement. We reviewed the Council motions to date which provide the foundation for our deliberations. The meeting also highlighted the outstanding issues to address, namely:

- details of the sortition process
- purpose, development and use of competency profiles for Council, its committees and non-Council committees.

The committee agreed that the subsequent meeting should focus on finalizing the sortition process, considering possible models for using competencies and attributes within that process, and what a critical path might look like.

On January 31, the committee focused our work on a sortition process that meets competency criteria, including its various components.

Role of a Council Member

The Governance Committee began the meeting identifying the various elements of a Council member's role, particularly in the proposed new governance structure.

The committee confirmed that a central tenet of that role is regulatory governance. This means applying the Act, regulations and bylaws to fulfill the College's statutory mandate and objects while keeping the protection of the public interest paramount. As a form of regulatory governance, self-regulation means some decision-makers come from the people being regulated.

In this regulatory governance role, Council members act as fiduciaries¹, meaning they act in the best interests of the College to fulfill that statutory mandate.

Committee members agreed that Council members provide oversight to the College by approving strategic direction and priorities for the College, managing risk to the organization and being accountable for the policy decisions they make.

The committee highlighted that while the above is true under the present structure, under the proposed new governance structure, the regulatory governance role of Council members will be even more pronounced as Council members will serve only on the Executive, Finance and Audit, Human Resources, and Governance and Nominating committees.

Competencies and Attributes

The Governance Committee considered competencies and attributes for an individual to be an effective Council member.

In framing our discussion, committee members agreed on the following high level descriptive guidelines:

- attributes: things that you *are*
- competencies: things that you *bring*

¹ Definition of fiduciary: (noun) a person, such as a trustee, who holds a position of trust or confidence with respect to someone else and who is therefore obliged to act solely for that person's benefit, (adjective) in a position of trust or confidence. Fiduciary relationships include those between trustees and their beneficiaries, company promoters and directors and their shareholders, solicitors and their clients, and guardians and their wards. [Canadian Oxford Dictionary](#), accessed February 7, 2020.

In our consideration of competencies and attributes, the committee also discussed the following categorization:

- essential – all Council members must possess
- desired – ideally all Council members possess, but not a requirement
- special – a select number of Council members should possess

Committee members confirmed that the goal of identifying competencies and attributes is to communicate with potential applicants, members of the College and the public what is needed for successful participation as a Council member. It is not to exclude or discourage individuals from applying. Applicants will be able to highlight how they currently possess certain competencies, or how they plan to gain such competency. A competency and attribute profile will also assist applicants to assess their own interests/skills/aptitudes against the position requirements. As well, the profile is intended to aid interested applicants and members in their own personal development plans.

Defined competencies and attributes will enable the development of a rubric to identify strengths and potential gaps in competency within the Council member composition. The committee confirmed that where a policy decision before Council requires insight or expertise not held by any individual at the Council table, there is always an opportunity to defer decision-making until consultation with such experts can occur. Furthermore, a competency/attribute profile will enhance public confidence in Council's ability to discharge its mandate.

The Governance Committee confirmed the following attributes as DESIRABLE for Council members:

- commitment to College's mission and mandate
- public interest focus
- critical thinking
- effective communication skills
- team builder
- conflict resolution skills
- independent thinker
- decision-maker
- leadership

The Governance Committee confirmed the following competencies as DESIRABLE to Council members:

- teaching experience/broad education sector leadership
- regulatory experience

- financial/accounting literacy
- board governance experience
- strategic planning
- cross-cultural experience
- risk management experience
- human resources leadership experience
- government relations knowledge/experience

Attributes and competencies the committee identified as ESSENTIAL to Council members include:

- commitment to College's mission and mandate
- public interest focus
- teaching experience/broad education sector leadership (for members of the profession)

No attributes and competencies were identified as SPECIAL to Council members.

Sortition Process

The Governance Committee is proposing a sortition process that meets competency criteria by which future Council members (public and professional) will be chosen.

1. **Letter:** a letter of invitation will be emailed to a random selection of College members. The random draw of names will be from the entire College membership. The number of invitations to be sent will be determined based on the number of positions to be filled and anticipated rate of return.

For members of the public, an advertisement will be posted to invite applications. The letter will be shared with members of the public through existing College communication vehicles, such as social media, the College website and other possible avenues such as paid advertising.

The letter will highlight the role of a Council member and include a description of specific competencies and attributes that would bring success as a Council member. The letter will outline the steps in the application process. The committee considered sample letters from UK's Health & Care Professions Council (HCPC) and the Australian Health Practitioner Regulation Agency (AHPRA) as templates.

2. **Self-selection/Application:** the information contained in the letter of invitation will be sufficiently detailed to allow recipients to self-assess their competencies and attributes and decide whether to accept the invitation to serve on Council.

If the invitation is accepted, the individual will be required to submit documents such as a resume and cover letter to highlight their:

- education
- experience in areas such as governance, leadership, extra-curricular initiatives, or their plan to gain such experience
- qualities that make them a suitable candidate, for example, behavioural attributes
- availability to participate on Council and its committees (time commitment)
- understanding of the regulatory role in the public interest

This application process will also ask the individual to include demographic information about themselves, for example, region where they live, their employment, their employer, their qualifications, their gender, language capabilities, any diversity characteristics they wish to share, etc.

3. **Long List:** College staff will complete the initial screening of applications received and provide a long list of eligible candidates to the Governance and Nominating Committee (GNC).

The initial vetting process may include:

- confirmation of College membership standing and qualifications
- confirmation of employer and employment status, Ontario residency
- recording competencies and attributes identified in the application in relation to those identified for the Council member role
- recording the demographics included by the applicant.

4. **Short List:** the GNC will use the long list of potential candidates to identify individuals they wish to interview.

The short list identification process may include:

- reviewing the candidates in relation to the essential competencies and attributes required on Council
- reviewing the candidates in relation to the desired competencies and attributes for Council given the current composition
- reviewing the identified demographics of potential candidates to seek to reflect Ontario's population.

5. **Interviews:** the GNC will interview the short-listed candidates. Interviews will be focused on confirming the competencies and attributes identified in the application to the current needs for Council.

The committee considered sample interview assessment templates as possible tools to assure consistency and to support the GNC to determine a final list of candidates.

The interview process will result in a final list of potential candidates for the Council positions to be provided to Council.

6. **Final sortition:** the Council will complete a final sortition process (random selection by lot) from the potential candidates identified by the GNC.

This final sortition is a means of ensuring a process free of bias or the perception of bias.

Where the recommended individual is a member of the profession and is being considered for one of the 9 positions on Council for members of the profession, Council approval will result in appointment to Council.

Where the recommended individual is a member of the public and is being considered for one of the 9 positions on Council for members of the public, Council approval will result in a recommendation to the Minister of Education and the Public Appointments Secretariat for appointment to Council.

7. **Audit:** in each of these steps, the Governance Committee affirmed that the process needs to be impartial, free from bias and auditable by an external party.

Critical Path

The last discussion of the January 31 meeting focused on the next steps. The Governance Committee identified the following critical path elements as the next discussion and approval points:

1. Confirmation of a sortition process that meets competency criteria for Council – COUNCIL March 5-6, 2020
2. What does a competent and reflective Council look like?

3. What is the process for non-Council committees?²
4. What is the role of the Governance and Nominating Committee (GNC) and its composition?
5. How could the transition process occur?

The Governance Committee is bringing item #1 to Council for discussion and approval at this March 2020 meeting. The other items identified above are dependent on Council's approval of a sortition process that meets competency criteria.

Motions Referred to Council

That the Governance Committee recommends:

That Council approve a sortition process that meets competency criteria to populate Council based on a) the competencies and attributes confirmed by the Governance Committee and b) the steps described in Document GC20200305-31, including:

1. Letter
2. Self-selection/Application
3. Long List
4. Short List
5. Interview
6. Final Sortition
7. Audit

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 meeting has been scheduled for March 27, 2020.

² Non-Council committees are those composed of individuals other than Council members and include statutory committees (Investigation, Discipline, Fitness to Practise, Registration Appeals), regulatory committees (Accreditation, Accreditation Appeal) and Standards of Practice and Education.

Committee Members

Irene Dembek, OCT

Richard Filion

Tim Gernstein, OCT

John Hamilton, OCT

Sara Nouini, OCT

Tom Potter (Chair)

Jonathan Rose (Vice-Chair)

A handwritten signature in black ink that reads "Tom A. Potter". The signature is written in a cursive style with a large initial "T" and "P".

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.