



**College of Optometrists of Ontario
Council Meeting
Nov. 5, 2020
APPROVED**

Attendance:

Dr. Patrick Quaid (President)
Dr. Richard Kniaziew (Vice-President)
Ms. Suzanne Allen
Ms. Kathryn Biondi
Dr. Linda Chan
Dr. Lisa Christian
Mr. Ravnit Dhaliwal
Dr. Camy Grewal

Ms. Winona Hutchinson
Mr. Bashar Kassir
Mr. Howard Kennedy
Dr. Lindy Mackey
Dr. Annie Micucci
Dr. Christopher Nicol
Mr. Narendra Shah
Dr. William Ulakovic
Dr. Marta Witer

Regrets:

Dr. Annie Micucci

Staff:

Ms. Hanan Jibry
Ms. Amber Lepage-Monette
Mr. Ira Teich, Interim Registrar and CEO

1 **1. Call to Order:** P. Quaid called the meeting to order at 12:03 p.m.

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4 **2. Adoption of the Agenda:** A draft agenda was circulated prior to the meeting.

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Moved by W. Ulakovic and seconded by R. Dhaliwal **to adopt the agenda.**

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Motion carried

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10 **a. Conflicts of Interest:** P. Quaid asked Council members if anyone had a conflict of interest with any
11 item on the day's agenda. No conflicts were declared.

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14 **3. Registrar Search Update:**

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16 N. Shah provided Council with an overview of the process to date: four search firms responded to the
17 RFP. The Registrar Search Committee unanimously agreed to work with Waterhouse Executive Search.
18 The first phase of the process is criteria development, during which Waterhouse will interview seven
19 staff, the current Interim Registrar, the President, and several professional and public members of

20 Council.

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22 **4. Motion Brought Forward:**

23 **a. Updated Terms of Reference for Audit/Finance/Risk Committee and Governance/HR Committee**

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25 P. Quaid clarified that additional discussions had taken place with several members, particularly public
26 members, on the background of this issue. The Terms of Reference for the two committees in question
27 are vague and do not clarify whether chairs are appointed, elected, by whom, etc. It was felt the Terms
28 of Refence should be clarified ahead of the Governance/HR Committee meeting scheduled on Nov. 9,
29 2020 where the committee will prepare the recommended slate of appointments for committees and
30 chairs. The recommendation is that the chairs of these two committees come from the Executive
31 Committee to ensure communication.

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33 P. Quaid presented three options for debate:

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35 **1.** Council elects the Executive Committee and the President and Vice-President chair the AFR
36 and Governance/HR committees, respectively.

37 **2.** Council elects the Executive Committee, which then selects the chairs for the AFR and
38 Governance/HR committees.

39 **3.** Council elects the Executive Committee, and then elects from within the Executive who will
40 serve as chairs for both AFR and Governance/HR.

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42 P. Quaid noted the importance of matching skill set to committee – for example, someone with a
43 background in accounting to the AFR Committee.

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45 It was noted the Executive Committee is elected annually; Council asked about this process in relation to
46 chair turnover for these committees.

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48 P. Quaid clarified that Governance/HR would still determine the broader makeup of the committee, and
49 that Council members indicate their preference for committee appointments.

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51 N. Shah noted that option #3 is in line with good governance practices and reiterated the importance of
52 matching skill set to committee work.

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54 It is noted that Governance/HR follows a set of principles when completing the committee selection and
55 that any changes to chair appointment process would have to be reflected in the principles.

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57 Council clarified the makeup of both the AFR and Governance/HR committees, that members of those
58 committees are all members of Council, and current Terms of Reference indicate that the President and
59 Vice-President should sit on these committees. The question is whether they should chair these
60 committees.

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62 P. Quaid asked each Council member their thoughts. Most Council members agreed with option #3. C.
63 Nicol noted that rather than discuss three new options, he would prefer Council decide on revisions to
64 the Terms of Reference for the committees in question. Of the three options, he preferred #2.

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66 Ahead of today's meeting, B. Kassir provided Council with the 2018 governance review report as
67 additional background information. Given the establishment of these two committees and their Terms
68 of Reference are clear in that review, B. Kassir felt the intention of the current discussion was not clear.

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70 I. Teich reminded Council that a previous motion to reduce the scope of the Executive Committee was
71 defeated at the September Council meeting; the work of these two committees effectively reduces the
72 role of the Executive Committee. Some options discussed today disqualify those on the Executive
73 Committee from participating on the two most influential committees.

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75 K. Biondi noted that the President could be the member of AFR, even if not the chair. She asked that the
76 wording in the Terms of Reference be clarified and simplified. Current wording is too lengthy. It will also
77 be difficult for Governance/HR to appoint committees if they do not know who the chairs of these
78 committees will be.

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| <p>Action Item: To revise the motion regarding Terms of Reference for the Governance/HR and AFR committees, using option #3 as a framework.</p> |
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4. Adjournment: Moved by C. Grewal and seconded by L. Mackey to adjourn the meeting at 1:03 p.m.

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Motion carried