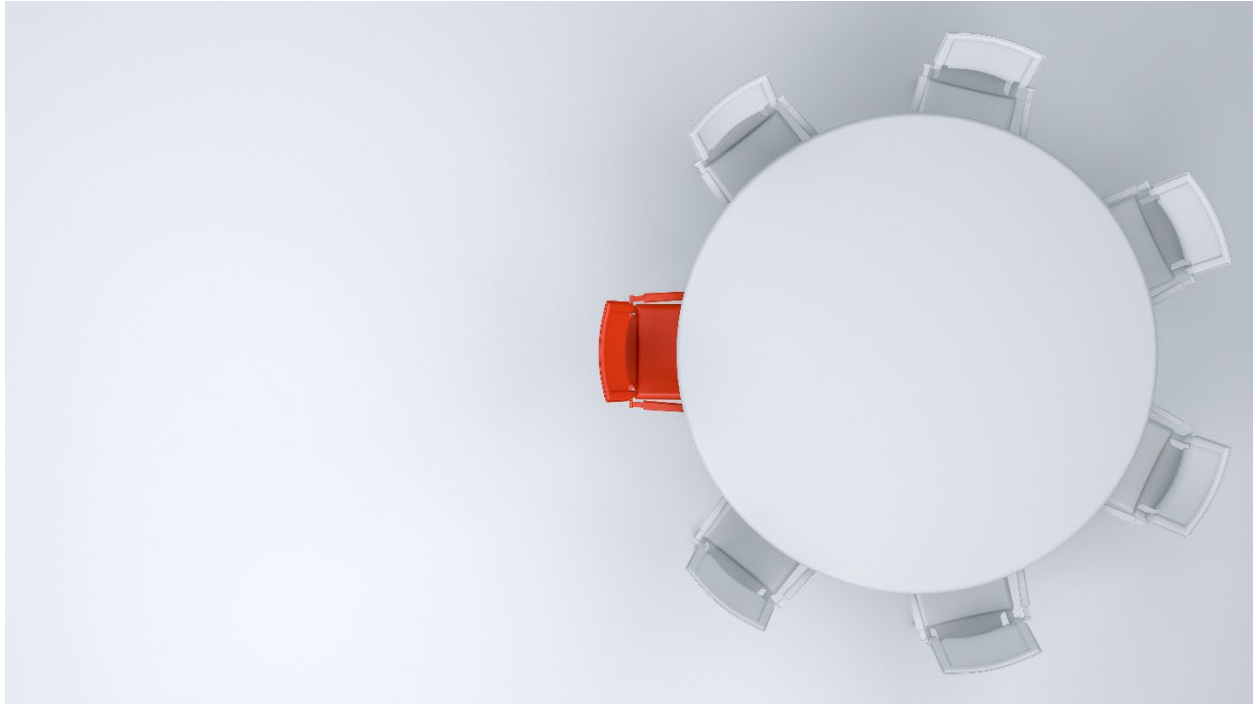




College of Chiropractors of Ontario



# GOVERNANCE MANUAL

## FOR COUNCIL AND COMMITTEE MEMBERS

SEPTEMBER 2024

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# INTRODUCTION

The Council of the College of Chiropractors of Ontario is the College's board of directors that governs the College's affairs and ensures the College meets its duty to serve and protect the public interest. The College Councillors are fiduciaries to the College and are responsible for acting in the best interests of the College in all College decision-making. The policies in this manual provide guidance to the Council in meeting its governance responsibilities.

## Purpose

The manual:

1. Sets out expectations for Council and Councillors that go beyond legal requirements and the requirements in the College's by-laws.
2. Establishes governance practices that reflect best practices in corporate governance; and
3. Assists the Council in fulfilling its governance responsibilities as effectively as possible.

# DEFINITIONS/GLOSSARY OF TERMS

Unless stated otherwise, the words set out below have the following meanings:

**"By-laws"**: means By-Law No. 1 of the College

**"Code"**: means the Health Professions Procedural Code under the RHPA

**"College"**: means the College of Chiropractors of Ontario

**"Committee"**: means a statutory or non-statutory committee of the College

**"Committee member"**: refers to a non-Council committee member (see below)

**"Council"**: means the College's Council

**"Councillor"**: means a member of Council

**"Non-Council committee member"**: means a committee member who is not a Council member but is appointed by Council to a committee

**"RHPA"**: means the *Regulated Health Professions Act, 1991*

# COLLEGE MISSION, VISION AND VALUES

## Mission

The College ensures Ontarians have access to comprehensive foot care of the highest professional podiatry standards to best meet the foot health needs of Ontarians and demonstrates its commitment to continuous improvement in regulatory oversight.

## Vision

The College demonstrates effective regulation of a podiatry profession dedicated to the delivery of regulatory excellence to contribute to the foot health of all Ontarians.

## Values

- **Service:** The College commits to serve the public interest in all its regulatory activities.
- **Fairness and Impartiality:** The College ensures its regulatory processes and procedures adhere to the law including principles of procedural fairness and impartiality. Everyone is treated equitably with dignity, courtesy and respect.
- **Integrity:** The College's commitment to uphold the values of honesty, trust, fairness, respect, responsibility, and courage is foundational in supporting all the other values to which the College is committed.
- **Transparency and Accountability:** The College's regulatory processes and policies are clear; are informed by appropriate stakeholder consultations and are based upon verifiable information and data. The College's mandate is accessible and clearly stated. The status of registrants is current and accessible to all stakeholders.
- **Innovation:** The College is committed to continuously seek opportunities for innovation and creativity in fulfilling its mandate as a professional health regulator, to protect the public.
- **Collaboration:** The College will engage with all stakeholders to ensure regulation of a podiatry model that adheres to best practices and optimizes accessibility for Ontarians.

# ROLES AND RESPONSIBILITIES

## ROLE OF COUNCIL

The College's Council governs the College's affairs and ensures the College meets its duty to serve and protect the public interest. The Council is made up of professional members who have been elected by their peers, a representative from the Michener Institute for Applied Health Sciences and members of the public who have been appointed by the Lieutenant Governor of Ontario. The *RHPA* and the *Chiropody Act, 1991* give the College its mandate to regulate its registrants.

The key responsibilities of Council are:

### Strategy and Mission

- Approve the College's mission, vision and values, and its strategic plan.
- Monitor the College's progress towards achieving its strategic goals.

### Financial Oversight

- Monitor financial performance against budget.
- Approve financial policies and internal controls and monitor compliance with them.
- Stewardship and allocation of financial resources.

### Performance Management and Monitoring

- Confirm that there are policies, programs, and controls in place such that the College carries out its statutory obligations appropriately and effectively.
- Confirm that the College has processes in place for measuring and reporting on its performance.
- Recruit, appoint and supervise the Registrar and CEO, and evaluate their performance.

### Risk Management

- Be knowledgeable about risks inherent in College operations and obtain assurance that there are measures in place to protect the College against risk.

### Accountability to Stakeholders

- Obtain assurance that the College communicates appropriately and effectively with stakeholders and maintains effective relationships with them.

### Governance

- Oversee the quality of its own governance and establish expectations, practices and policies to develop and maintain good governance.

## **ROLE OF COUNCILLORS**

Councillors are the individuals behind Council decisions. By participating fully in governance, they ensure that the College operates effectively in fulfillment of its public protection mandate.

The role of a Councillor includes the following responsibilities:

1. Maintain working knowledge of and comply with the College's governing legislation, by-laws, and governance policies including the Code of Conduct.
2. Understand the College's operations and regulatory policy and issues currently facing Council.
3. Serve on at least one statutory committee, if appointed.
4. Contribute meaningfully to Council discussion and decision-making and to committee deliberations and proceedings, if appointed.
5. Attend meetings. Prepare for Council and committee meetings in advance by reading the meeting materials, understanding the topics for discussion, and identifying any potential conflicts of interest.
6. Attend all business meetings as they are mandatory for Councillors and committee members.
7. Raise issues in a respectful manner that encourages open discussion. Support good due diligence and decision-making by voicing constructive concerns, asking for more information if necessary and exercising independent judgement.
8. Respect the views of other Council members and the decisions of the majority of Council, expressing external support for the decisions of Council regardless of individual voting on a particular issue.
9. Express viewpoints in good faith in compliance with the Code of Conduct and, in particular, the Conflict of Interest provisions to ensure that all decisions are voted on in the best interests of the College and not for any personal or other interest.
10. Participate in Council evaluations.
11. Stay current about events and issues facing the College and its stakeholders.
12. Take on a fair share of committee work and support the committee appointment process by identifying the committees they want to serve.

## **ROLE OF NON-COUNCIL COMMITTEE MEMBERS**

Non-Council committee members are appointed by the Council and assist in carrying out the duties of their committee. The role of a non-Council committee member includes the following responsibilities:

1. Understand and comply with the College's governing legislation, by-laws, and governance policies including the Code of Conduct.
2. Acquire and apply a working knowledge of the statutory requirements, mandate, policies and rules that apply to the committee.
3. Contribute constructively to committee deliberations and proceedings. Respect the perspective and input of other committee members.
4. Attend committee meetings, including mandatory business meetings. Prepare for meetings in advance by reading materials and coming prepared to participate meaningfully in the discussion or proceeding.
5. Identify any potential conflicts of interest and act in accordance with the Conflict of Interest by-law provisions and any other applicable policies or procedures.
6. Raise issues in a respectful manner that encourages open discussion. Support good due diligence and decision-making by voicing constructive concerns, asking for more information if necessary and exercising independent judgement.
7. Participate in required orientation and educational activities.
8. Participate in committee evaluations.
9. Respect the views of other Committee members and the decisions of the majority of the Committee.

## **ROLE OF COMMITTEE CHAIR**

Committee chairs provide leadership and direction to their committee to ensure it fulfills its statutory and Council mandate. The chair is accountable to Council for the committee's activities and the integrity of its process.

The role of committee chair includes the following responsibilities:

1. With staff support, schedule meetings and ensure quorum.
2. Conduct meetings in a timely and cost-effective manner. Facilitate meetings and committee processes such that all members have an opportunity to participate and contribute meaningfully.
3. Identify and address any potential conflicts of interest.
4. Facilitate and foster broad, respectful, and constructive dialogue during meetings. Support independent thinking and diversity of views while encouraging alignment on decisions and outcomes.
5. Participate in committee discussions and contribute to committee deliberations and proceedings.

6. Control dominant members and non-participatory members and manage conflict and other circumstances in which the committee is not functioning effectively. If necessary, bring matters to the attention of the staff member assigned to support the Committee.
7. With staff support, conduct regular evaluation of committee performance and committee members. Implement improvements to improve committee effectiveness.
8. Obtain assurance that new committee members understand the role of the committee and receive appropriate orientation. Recommend opportunities or requirements for ongoing education or training for the committee to staff.
9. With staff support, provide reports to Council at each Council meeting.
10. Attend annual chair training.
11. Ensure the Committee stays within its established mandate and does not consult, or permit the consultation, by any member of the committee, with external stakeholders and/or consultants, including College legal counsel. The Chair must request that support staff solicit legal advice and support staff will be the primary College contact for obtaining legal advice.
12. Know and apply the College's Virtual Meeting Policy when holding virtual meetings to ensure the desired objectives stated above are met. Virtual meetings attendees must have their cameras on for the duration of the meeting, except for any breaks approved by the Chair. Any attendee who does not have their camera on for the meeting will not be paid for their time attending the meeting.

## **ROLE OF THE PRESIDENT**

The Council elects the President to serve as its most senior officer. The President facilitates the work of Council and ensures the quality of its governance.

In addition to any duties set out in the by-laws, the President's role includes the following responsibilities:

1. Serve as the Chair of the Executive Committee and participate on other committees as the Council directs. Chair Council and committee meetings, as necessary.
2. Participate in committee discussions and contribute to committee deliberations and proceedings.
3. Provide strategic leadership and work in collaboration with the Registrar to establish and promote the College's strategic planning process and priorities.
4. In collaboration with the Registrar, identify issues, objectives and priorities for Council deliberation.



5. Is a champion for good governance and ensures the Council fulfills its governance role effectively and strives to achieve high standards and follows best practice in governance.
6. Ensure the Council and its members have access to effective orientation and ongoing education.
7. With staff support, oversee Council's evaluation process and provide constructive feedback to Councillors and committee chairs as required.
8. Oversee the Registrar's annual performance review and provide leadership in the hiring of the Registrar and the negotiation of the Registrar's employment contract.
9. Ensure an orderly transition of the President's office and functions.
10. Provide a written President's Report for the Footprint newsletter and Annual Report of the College and any other such report as requested by the Registrar.

### **ROLE OF VICE-PRESIDENT**

Council elects the Vice-President who discharges the President's duties if the President is unavailable. The Vice-President assists the President in providing leadership to Council and the College. In addition to any duties set out in the by-laws, the Vice-President's role includes the following responsibilities:

1. Perform the President's duties if the President is unavailable or has a conflict of interest.
2. Serve as a member of the Executive Committee and participate in other committees as directed by Council.
3. Understand the President's role and responsibilities and the key policy, regulatory and operational issues the College is facing.
4. Develop effective working relationships with the Registrar and other College staff members, in conjunction with the President.
5. Provide assistance and counsel to the President.
6. If necessary and at the direction of the President or Council, assume appropriate leadership roles and responsibilities.

### **ROLE OF REGISTRAR AND CEO**

The Registrar fulfills the statutory duties of the role and leads the implementation and operationalization of the College's vision, mission and strategic goals. The Registrar is the Chief Executive Officer of the College and oversees its day-to-day operations.

In addition to any duties set out in the by-laws, the Registrar's role includes the following responsibilities:

## **Organizational leadership**

- Recruit, lead and develop the College's human resources and ensure policies and controls are in place to build and maintain a safe and tolerant working environment at the College.
- Implement processes to ensure continuing quality improvement of College programs.
- Foster a work culture that results in high productivity and staff morale.
- Lead the development and implementation of programs, policies and protocols to ensure the College complies with its legislative obligations and for effective financial, regulatory and operational performance, including regular reporting to Council about College performance.
- Support the operation and administration of Council and its committees.
- Recommend the annual budget for Council approval and prudently manage the College's financial resources.
- Ensure financial and internal controls are in place at the College in addition to processes to identify and manage key risks to the College.

## **Strategy and governance**

- Build and maintain capacity for strategic planning at the College and take ownership for the accomplishment of the Council's strategic goals as set out in the strategic plan approved by Council. Ensure the regular review of the College's strategic goals, vision, mission and values.
- Assist and support Council in fulfilling its governance responsibilities and in achieving and managing good governance practices.
- With the Executive Committee ensure the Council agenda and materials support effective and well-informed decisions.
- Facilitate the transition of the President's office.
- Oversee the identification of trends, issues and risk relevant for Council consideration and recommend and develop policies and activities to respond to them.
- Participate in an annual performance review.
- Act as the key conduit between the Council and College staff and facilitate a productive relationship between College staff members and the President and Councillors, as required.

## **Public Relations and Communications**

- Act as the College's spokesperson.
- Develop and maintain meaningful and effective relationships with the public and external stakeholders, such as the profession, government, relevant associations and regulatory peers.

## **ROLE OF DEPUTY REGISTRAR**

The Deputy Registrar is a staff member who reports directly to the Registrar and CEO and fulfills the duties assigned by the Registrar. In the absence of the Registrar, the Deputy Registrar assumes the duties and responsibilities of the Registrar until such time as the Registrar resumes such duties and responsibilities or Council appoints a new Registrar and CEO.

# COUNCIL'S RELATIONSHIP WITH THE REGISTRAR AND COLLEGE STAFF

A strong and effective relationship between Council and the Registrar, and between Councillors, committee members and College staff, plays a vital role in the College fulfilling its mandate and achieving its goals.

## **Relationship with the Registrar**

- Council provides direction to the Registrar, and through the Registrar to College staff and management. Council ensures compliance with these directions. Council delegates authority to the Registrar to establish operating policies and procedures and to make decisions to enable the College to operate effectively and achieve its strategic goals.
- The Registrar is accountable to Council, through the President. The Registrar reports regularly to Council on matters that are relevant to Council and the College.
- The relationship between the Registrar, Councillors and committee members is not hierarchical. Individual Councillors do not have the authority to instruct the Registrar except with the approval of Council. The President has the approval of Council to collaborate and work together with the Registrar.
- The President and the Registrar are responsible for managing matters that concern the relationship between Council and staff members.
- From time to time, Council establishes a formal process to evaluate the performance of the Registrar.

## **Relationship with College Staff**

- Individual Councillors and committee members do not provide direction to or demand accountability from College staff, but staff members have a great deal of knowledge and experience and are essential for the effective running of Council and committee business. Councillors, committee members and staff should interact collegially and collaboratively. They should respect the division of labour between Councillors as decision makers and staff as advisors and facilitators.
- Councillors should respect the difference between their governance and policy making role and the role of staff and management and at the College. Councillors should not 'cross the line' and interfere with staff with respect to administrative or operational matters and matters more generally that are within the purview of staff and management. If a Councillor or committee member is uncertain about this clear delineation of duty on a given matter, it is incumbent upon that individual to consult with the Registrar for clarification.

- Councillors and committee members must note that staff members carry out the policy directions of Council and are not to act inconsistently with or beyond the scope of Council policy and direction. Staff members do not establish policy for the College without the approval of Council.
- Councillors or committee members who have a request for staff support in connection with their duties (outside of normal committee business) should discuss this with the President who will follow-up with the Registrar.
- The President and Registrar are responsible for managing issues of concern between a staff member and a Councillor or committee member. In the context of committee matters, the Committee Chair may deal with the issue in consultation with the Registrar.

## PER DIEMS AND COUNCIL AND COMMITTEE COMPENSATION & EXPENSE POLICY

The [Per Diems and Council and Committee Compensation & Expense Policy](#) is intended for use by elected Councillors and committee appointees. The Policy sets out the parameters for payment of per diem honoraria for conducting College business and addresses reimbursement for eligible expenses.

Councillors who are appointed to Council by the Lieutenant Governor (public appointees) are paid by the government. The rules for their compensation and expenses are established and monitored by the Ministry of Health. Therefore, this policy does not apply to them.

## EXPENSE CLAIM FORM

Claims for honoraria and expenses are made using the [online claims form](#). Claimants must:

- Submit claims promptly after the expense is incurred
- Submit claims in the budgetary year in which they were incurred
- Submit claims before leaving their position with the College

# CODE OF CONDUCT FOR MEMBERS OF COUNCIL AND ITS COMMITTEES

## Preamble

For the College to command the confidence of the government, the public and the profession, it is necessary that Council, as the profession's governing body, adopt appropriate standards of conduct for members of Council and its Committees in order to ensure that they properly perform their duties with integrity and in a manner that promotes the highest standard of public trust.

Each member of Council and its Committees is therefore required to comply with the following Code of Conduct (Code) understanding that a breach of the Code could result in the Council member being removed from Council or the Committee member being removed from all Committees, in accordance with the By-laws of the College.

## The Code

1. Council and Committee members shall be familiar with and comply with the provisions of the *Regulated Health Professions Act, 1991* (RHPA), its *Health Professions Procedural Code* and its regulations, the *Chiropody Act, 1991* and its regulations, and the by-laws and policies of the College.
2. Council and Committee members, when acting in that capacity, shall act in a diligent manner, including preparing for meetings/hearings, attending meetings/hearings on time, and actively participating.
3. Council and Committee members, when acting in that capacity, shall participate in all deliberations and communications in a respectful, courteous and professional manner, recognizing the diverse background, skills and experience of members on Council.
4. Council and Committee members, when acting in that capacity, shall conduct themselves in a manner that respects the integrity of the College by striving to be fair, impartial and unbiased in their decision making.
5. Council and Committee members shall place the interests of the College and Council above their personal interests or any other interests. Council and Committee members shall avoid engaging in conduct that interferes with the ability of the College to achieve its public protection mandate.
6. Council and Committee members shall avoid any appearance of or actual conflict of interest or bias.
7. Council and Committee members shall uphold the decisions made by Council and its Committees, regardless of the level of prior individual disagreement. Council and

Committee members shall not publicly oppose or speak against a policy, position, decision, by-law or other matter made or adopted by Council or a Committee.

8. Council and Committee members shall refrain from engaging in any discussion in relation to the business of Council and/or Committees with other Council or Committee members that takes place outside the formal Council/Committee decision-making process.
9. Council and Committee members shall refrain from communicating with Committee members on Statutory Committees in circumstances where this could be perceived as an attempt to influence a member or members of a Statutory Committee, unless he or she is a member of the panel or, where there is no panel, of the Statutory Committee dealing with the matter. This would include, but not be limited to, matters involving the Registration of applicants and matters involving members involved with the Inquiries, Complaints and Reports Committee, the Quality Assurance Committee, the Discipline Committee or the Fitness to Practise Committee.
10. Council and Committee members shall respect the confidentiality of information identified as confidential and acquired solely by virtue of their Council/Committee member position.
11. Council and Committee members shall ensure that confidential information is not disclosed except as required for the performance of their duties, or as directed by Council or the Executive Committee acting on behalf of Council.
12. Council and Committee members shall not use their positions as members of Council or any Committee to obtain or attempt to obtain employment at the College or preferential treatment for themselves, family members, friends or associates.
13. Council and Committee members shall not include or reference Council or Committee titles or positions held at the College in any business promotional materials, advertisement or business cards.
14. Council and Committee members shall respect the boundaries of staff, recognizing that a staff member's role is not to report to or work for individual Council or Committee members. Council and Committee members will, therefore, not directly contact staff members, other than the Registrar, except on matters where the staff member has been assigned to provide administrative support to that Committee, without the prior approval of the Registrar or the Executive Committee.
15. Council and Committee members shall be respectful of each other and staff and not engage in conduct or behaviour towards fellow Council or Committee members or staff that might reasonably be perceived as verbal, physical or sexual abuse or harassment.

Adopted by Council: December 2016

Amended by Council: May 31, 2024

# BY-LAW 4: CODE OF CONDUCT OF COUNCILLORS AND COMMITTEE MEMBERS

Council and Committee members can refer to the [By-law 4: Code of Conduct of Councillors and Committee Members](#) and complete the [Code of Conduct Acknowledgement Form](#) annually.

## IN-CAMERA POLICY

### **Purpose**

In accordance with subsection 7(1) of the *Health Professions Procedural Code* (“Code”) all Council meetings shall be open to public. However, if discussions include subject matters as set out in subsection 7(2) of the Code, Council may decide to exclude the public from the meeting by going in-camera. Council is mindful that they should only go in-camera when it is necessary.

### **Policy**

In-camera sessions will include the Registrar unless the meeting is to discuss the Registrar’s performance review or other issues related to the Registrar. Council may also decide to include explicitly invited guests to the in-camera session, such as legal counsel, senior staff or other advisors, where a motion is carried permitting attendance. Members of the public (including the media) are not permitted to be present.

The President is responsible for ensuring that in-camera sessions remain focused on the designated items and do not digress into areas that ought to be discussed during the open Council meeting. The President has the authority to determine the appropriateness and relevance of the issues raised in-camera.

If an in-camera session is planned during a Council meeting, the legislative grounds for doing so will be noted in the meeting agenda and minutes. To the extent possible, the in-camera agenda will be made available to Council in advance. Information and documentation related to the in-camera session, including in-camera minutes, will not be posted with the public Council materials.









# VIRTUAL MEETING POLICY

College committee or Council meetings may take place virtually to maximize efficiency and reduce costs. To ensure that virtual meetings run smoothly, participants must do the following:

- Test the virtual meeting platform, screen and equipment in advance to make sure they have access to the meeting.
- Reach out to College staff immediately if experiencing any technical difficulties or any emergencies that may prevent them from joining the meeting or staying connected for the duration of the meeting.
- Attend the meeting from a reasonably quiet and private location so there is no breach of their confidentiality obligations.
- Keep their cameras on throughout the meeting and ensure their audio and video settings are up-to-date and functioning properly. Look at the camera and speak clearly.
- Use a blurred background or custom COCOO branded background, if necessary, to maintain professionalism.
- Mute their computer microphones or telephone when not speaking to minimize disruptions and distractions like background noise. Headphones or earphones are recommended for audio clarity, but not required.
- Be respectful when engaging with the meeting organizers, presenters and other participants. Use the 'Raise Hand' feature to raise a question or make a comment to avoid interruptions and maintain professional meeting etiquette.
- Use other features such as 'Screen Share' thoughtfully and professionally while participating in presentations and discussions.
- Be aware of their obligations and the College's expectations. Meeting attendees and participants will be notified if a meeting is to be recorded by College staff for training or record-keeping purposes.
- Maintain professionalism and confidentiality when using the chat function, if applicable.



## MEETING NORMS:

	Use Zoom and keep your cameras on.		Ask questions by raising your (virtual) hand to be placed in the queue.
	Proactively declare and manage any conflicts of interest.		Share the space by giving everyone the opportunity to be heard and actively listen to others.
	Use the microphone or unmute yourself when speaking – otherwise, please stay muted.		Focus on the What and the Why, rather than the How.
	Be present during meetings and refrain from sidebar conversations.		Assume everyone has a positive intent.

The Discipline Committee conducts hearings electronically. In addition to the requirements above, committee members participating in electronic hearings are expected to be respectful of the other participants and the procedure by adhering to the following guidelines:

- Wait for directions from the Panel Chair to speak.
- Log in to the technology 15 minutes in advance of the hearing and returning promptly from any scheduled break.
- Adhere to the dress code for virtual hearings, which is business attire.

Although the usual norms of an in-person hearing, such as standing when the Panel enters, cannot be respected during an electronic hearing, all participants must maintain a high level of professionalism and respect for the process throughout.

# COMMITTEE MANDATES

Committees conduct a wide range of work for the College. There are two types of committees: [statutory and non-statutory](#). Council may also establish ad-hoc committees or working groups from time to time.

Statutory committees are set out in the *RHPA*:

1. Executive Committee
2. Discipline Committee
3. Fitness to Practise Committee
4. Inquiries, Complaints and Reports Committee
5. Patient Relations Committee
6. Quality Assurance Committee
7. Registration Committee

Council establishes non-statutory committee through by-law. There are currently eight non-statutory committees:

1. Audit Committee
2. Elections Committee
3. Registrar Performance and Compensation Committee
4. Standing Drug Committee
5. Sedation Committee
6. Standards & Guidelines Committee
7. Strategic Planning Committee
8. Technical Committee

The [College by-laws](#) set out the composition for both statutory and non-statutory committees. The *RHPA* sets out responsibilities, powers and requirements for statutory committees. The College's by-law sets out the responsibilities of non-statutory committees. A brief summary of the mandate of each committee is set out below.

## **Statutory Committees**

### Executive Committee:

The Executive Committee provides leadership to Council and facilitates the effective functioning of Council and its committees. It reviews significant policy, financial and operational matters. The Committee coordinates activities, and between Council meetings it has all the powers of Council regarding any matter requiring immediate attention, other than the power to make, amend or revoke regulations or by-laws.

The Executive Committee meets once a month.

### Discipline Committee:

The Discipline Committee holds hearings into allegations of professional misconduct or incompetence about a registrant, which have been referred to the Committee by the Inquiries, Complaints and Reports Committee.

Discipline Committee members commit up to four days each month during a regular 9 a.m. to 5 p.m. workday, including sometimes being available for consecutive hearing dates.

Fitness to Practise Committee:

The FTP Committee holds hearings to assess whether a registrant is incapacitated, after the matter has been referred by the Inquires, Complaints and Reports Committee.

FTP Committee members commit 1-2 days per year.

Inquiries, Complaints and Reports Committee (ICRC):

The ICRC investigates complaints and reports to address concerns about the conduct and practice of registrants. It also conducts inquiries into whether a registrant has a mental or physical condition or disorder that impacts the registrant's capacity to practise safely. The ICRC takes action in response to investigation findings. These include referrals to the Discipline, Quality Assurance, or Fitness to Practise Committee, and requiring a member to complete a specified education or remediation program (SCERP) or attend before it to receive a caution.

ICRC members commit up to three days each month during a regular 9 a.m. to 5 p.m. workday.

Patient Relations:

The Patient Relations Committee advises Council with respect to public education and coordinates requests for funding for therapy and counselling for patients who suffer sexual abuse by a registrant of the College.

Patient Relations Committee members commit 1-2 days per year.

Quality Assurance (QA):

The QA is responsible for ensuring that registrants comply with all aspects of the College's Quality Assurance Program. The Committee oversees registrant assessments and develops professional standards and other resources to ensure competent and safe practice.

The QA Committee commits 10 hours each year.

Registration:

The Registration Committee assesses an applicant's qualifications to practise chiropody in Ontario. The Committee implements objective, fair and transparent registration practices to ensure that only qualified individuals are registered to practice in Ontario.

The Registration Committee commits 10-12 hours each year.

**Non-Statutory Committees**

Audit Committee:

The Audit Committee reviews the draft audit report and oversees the implementation of audit recommendations. The Audit Committee also reviews the draft budget prepared by staff and recommends either approval or non-approval to Council.

The Audit Committee commits appropriately ten hours a year.

#### Elections Committee:

The Elections Committee deals with disputes relating to the election of Councillors and other matters provided in the by-laws, other disputes or issues referred to it by Council or the Executive Committee and it studies and makes recommendations to Council for improving the election process.

The Elections Committee commits four hours each year.

#### Registrar's Performance and Compensation:

The Committee conducts the annual performance review of the Registrar & CEO.

Registrar's Performance and Compensation Committee members commit ten hours per year.

#### Standing Drug Committee:

The Committee is responsible for ensuring that the Drug Regulation is kept up-to-date.

The Committee meets on an ad hoc basis.

#### Sedation Committee:

The Committee is responsible for the standards of Practice for the administration of inhaled substances and the use of sedation in a registrant's practice, including reviewing appeals of decisions of the Registrar to refuse a registrant's application for an Inhalation Certificate.

The Committee meets on an ad-hoc basis.

#### Standards & Guidelines Committee:

The Committee is charged with developing, reviewing and managing standards of practice, guidelines, advisories and other documents set by the College.

The Committee meets 2-3 times a year and the volume of work will vary year-to-year.

#### Strategic Planning Committee:

The Committee is responsible for developing the College's strategic plan and working on other initiatives related to the Plan as may be directed by staff in consultation with the Chair.

The Strategic Planning Committee commits two hours each month.

#### Technical Committee:

The Committee's mandate is to support Council by responding to questions relating to the acceptability of practice modalities and emerging technologies.

The Committee meets on an ad-hoc basis.

# SELECTION CRITERIA FOR COMMITTEE APPOINTMENTS

Council appoints individuals to committees in accordance with [Article 24 of By-law 1](#). The Executive Committee will refer to a competency matrix, which includes the following criteria in recommending individuals to serve on committees.

1. The individual’s eligibility under the by-laws to serve on a committee
2. The individual’s degree of availability
3. The knowledge, skills and experience of the individual
4. The interest and commitment of the individual with respect to committee involvement
5. The previous performance of the individual on Council committees
6. The fit of the individual’s competencies with the competencies of other committee members
7. The number of committee members required on a particular committee
8. Recommendation from committee chairs
9. Avoiding conflict of interest or appearance of bias

## Committee Composition Matrix

Each committee must be comprised to provide the needed mix of experience and skills to fulfill its mandate. The following are specific attributes required of members appointed to statutory and non-statutory standing committees.

<b>All committees will bring the following DIVERSE EXPERIENCE, BACKGROUNDS and PERSPECTIVES:</b>	<b>One or more committee members will, whenever possible, have the following specific PROFESSIONAL EXPERIENCE, KNOWLEDGE AND SKILLS:</b>
<p><b>Culture</b></p> <p>A variety of cultural and historical backgrounds and experiences, that reflect the community the College serves and the cultural context within health care.</p>	<p><b>Ability</b></p> <p>Lived experience accommodating or navigating a spectrum of physical, mental health, or cognitive abilities, the knowledge of which can enhance relevant, thoughtful decisions that protect the public.</p>
<p><b>Education</b></p> <p>A variety of educational backgrounds and experiences that reflect the diverse public served by the College.</p>	<p><b>Adjudication and Hearing</b></p> <p>Knowledge and experience of participating in and/or chairing hearings within a legislative framework, and an understanding of administrative law principles and procedural fairness.</p>

<p><b>Gender Diversity</b></p> <p>A variety of perspectives to support decisions that are balanced, relevant and reflective of the public.</p>	<p><b>Committee/Panel Leadership</b></p> <p>Experience in facilitating committee or panel meetings, developing a positive culture, conflict resolution, and fostering effective decision making.</p>
<p><b>Region</b></p> <p>Regional diversity to reflect the reality that practice, access to healthcare, and the public's expectations of the health care system varies throughout the province.</p>	<p><b>Governance Expertise</b></p> <p>Understand how governance works, how committees should function, and be able to think critically about committee structures and practices.</p>
<p><b>Registrant Practice</b></p> <p>Diverse practice experiences, backgrounds and specialties that inform dialogue and decision-making, ensuring decisions meet intended objectives, are practical and, ultimately, protect the public.</p>	<p><b>Standards/Scopes of Practice</b></p> <p>Understand the standards and scopes of practice that guide chiropody/podiatry practice in Ontario.</p>
<p><b>Sector</b></p> <p>Diverse leadership experience in the public, private, healthcare, and not-for-profit sectors to promote knowledge and the sharing of best practices.</p>	<p><b>Practice Modalities</b></p> <p>Experience with the standards of practice.</p>

**Registration Committee Member Attributes:**

<p><b>One or more Registration Committee members will have the following specific PROFESSIONAL EXPERIENCE, KNOWLEDGE and SKILLS</b></p>
<p><b>Education Curriculum:</b> Experience with program/advanced education changes, trends and innovation, developing, implementing and evaluating curriculum, including representation from diverse post- secondary institutions offering chiropody education.</p>
<p><b>International Health Professional/Graduate:</b> Understand the process for becoming a health professional in Canada with foreign credentials or ideally have experience in navigating that process.</p>
<p><b>Indigenous Practice:</b> Indigenous voices, to ensure that deliberations are informed, and decisions include and respect First Nations perspectives, that biases are identified and questioned, and that the College's collective work continues to grow in its cultural safety and humility journey, contributing to positive systemic change.</p>

### Quality Assurance Committee Member Attributes:

<b>One or more Quality Assurance Committee members will have the following specific PROFESSIONAL EXPERIENCE, KNOWLEDGE and SKILLS</b>
<b>Quality Improvement:</b> Experience and understanding of the quality assurance and quality improvement programs and assessments in health care, and experience in developing tools that enable meaningful feedback and continuous improvement.
<b>Quality Assurance Program:</b> Know how to use methods that align with the developmental intention of the College's quality assurance program and philosophy
<b>Standards/Scopes of Practice:</b> Understand the standards and scopes of practice that guide chiropody/podiatry practice in Ontario and be able to determine where a breach or potential breach might occur.
<b>Indigenous Practice:</b> Indigenous voices, to ensure that deliberations are informed, and decisions include and respect First Nations perspectives, that biases are identified and questioned, and that the College's collective work continues to grow in its cultural safety and humility journey, contributing to positive systemic change.

### Inquiries, Complaints and Reports Committee Member Attributes:

<b>One or more Inquiries Complaints Reports Committee members will have the following specific PROFESSIONAL EXPERIENCE, KNOWLEDGE and SKILLS</b>
<b>Traumatic Experience Awareness:</b> Experience in, understanding of, and sensitivity to the effects of stress or potential stress on individuals involved in a complaint/report process, and experience in creating safe spaces and trust-building processes.
<b>Lived health care experience:</b> Significant personal experience or experience caring for someone with health challenges or maneuvering through the health care system.
<b>Professional Standards and Professional Ethics:</b> Knowledge and experience of the standards of practice and standards of professional ethics.
<b>Indigenous Practice:</b> Indigenous voices, to ensure that deliberations are informed, and decisions include and respect First Nations perspectives, that biases are identified and questioned, and that the College's collective work continues to grow in its cultural safety and humility journey, contributing to positive systemic change.

### Discipline Committee Member Attributes:

<b>One or more Discipline Committee members will have the following specific PROFESSIONAL EXPERIENCE, KNOWLEDGE and SKILLS</b>
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**Procedural Fairness:** Understand administrative law and quasi-judicial processes, commit to the unbiased balancing of issues, meticulously weigh evidence, think critically about issues at hand, consider options within the scope of the College's mandate and power, and bring consistency and sound judgment to decision-making in accordance with procedural fairness principles set out in common law.

**Traumatic Experience Awareness:** Experience in, understanding of, and sensitivity to the effects of stress or potential stress on individuals involved in a complaint process, and experience in creating safe spaces and trust-building processes.

**Indigenous Practice:** Indigenous voices, to ensure that deliberations are informed, and decisions include and respect First Nations perspectives, that biases are identified and questioned, and that the College's collective work continues to grow in its cultural safety and humility journey, contributing to positive systemic change.

#### **Elections Committee Member Attributes:**

**One or more Elections Committee members will have the following specific PROFESSIONAL EXPERIENCE, KNOWLEDGE and SKILLS**

**Networking/Social Influence:** Be able and willing, and have the credibility, to tap into personal or professional networks to both communicate college needs and speak to the importance of roles on various committees.

**Marketing and communications:** Appreciate the needs to tailor advertising given the nature of the committee positions and the skills and experience sought, and the need to encourage participation by members of under-represented groups.

**Candidate screening:** Understands that main task is to assess candidates against the published criteria, in accordance with the published process, and decide who to recommend for appointment

**Recruitment/Succession Planning:** Understand recruitment and succession planning processes, how to foster sustainable leadership and teams, and be able to translate and apply those principles to the nominations and election process.

**Election Administration and Oversight:** Experience administering elections and understanding the potential complications

#### **Registration Examination Committee Member Attributes:**

**One or more Registration Examination Committee members will have the following specific PROFESSIONAL EXPERIENCE, KNOWLEDGE and SKILLS**

**Standards/Scopes of Practice:** Understand the application of the standards and scopes of practice that guide chiropody and podiatry practice in Ontario



<b>International Health Professional/Graduate:</b> Understand the process for becoming a health professional in Canada with foreign credentials, or, ideally, have experience in navigating that process.
<b>Education Curriculum:</b> Experience with program/advanced education changes, trends and innovation, developing, implementing and evaluating curriculum, including representation from diverse post- secondary institutions offering chiropractic education.
<b>Education/Examination:</b> Knowledge and experience with the development and administration of education programs and examinations.

**Patient Relations Committee Member Attributes:**

<b>One or more Patient Relations Committee members will have the following specific PROFESSIONAL EXPERIENCE, KNOWLEDGE and SKILLS</b>
<b>Traumatic Experience Awareness:</b> Experience in, understanding of, and sensitivity to the effects of stress or potential stress on individuals involved in a complaint process, and experience in creating safe spaces and trust-building processes.
<b>Sexual Violence Awareness:</b> Understand the social and cultural context of violence and abuse, including factors such as gender, sexual orientation, social class, ethnicity, religion, developmental stage, immigrant or refugee history.

**Executive Committee Member Attributes:**

<b>One or more Executive Committee members will have the following specific PROFESSIONAL EXPERIENCE, KNOWLEDGE and SKILLS</b>
<b>Innovation and Trends in Governance:</b> Knowledge of how organizations within the healthcare system and beyond are reviewing data, processes and various initiatives to improve and transform their governance practices and structures.
<b>Finance and Audit Experience:</b> Have a reasonable understanding of financial and budgeting information, and the confidence to ask questions that safeguard the financial stewardship of the College and enable the College to effectively fulfill its mandate by weighing evidence, thinking critically, considering options and bringing sound judgement to financial decision making.
<b>Regulation and System Context:</b> Understand chiropractic and podiatry practice, the regulatory system, and how the College's work affects, or might affect the system.
<b>Political Awareness:</b> Understand how to work within the system, move the evaluation process forward in a sensitive way, and recognize the political interests and sensitivities that might exist.
<b>Heightened Confidentiality:</b> Understand the sensitive nature of executive performance evaluation and compensation, the process information that can be shared, and the information that needs to be held in strict confidence.

<b>Chiropody/Podiatry Practice:</b> Familiarity with the standards of practice
<b>Risk management/oversight:</b> Understand how to sustain and evolve an effective and meaningful risk management and risk oversight program, and the difference between the two allowing them to oversee the College’s risk management process, ensuring that the College understands, manages and leverages its risk.
<b>Business Acumen:</b> Business experience, an understanding of what an organization needs to operate effectively, including the economic forces that need to be incorporated into decisions, good management principles, and strategic planning.
<b>Organizational Decision-Making:</b> Understand the development of policy and decision-making in a large, complex system, ensuring that decisions are based on objective principles, and informed by evidence and best practice.
<b>Executive HR:</b> Experience with and exposure to executive performance evaluation and compensation review, allowing them to oversee the Registrar evaluation process and compensation philosophy.
<b>Recruitment/Succession Planning:</b> Understand recruitment and succession planning processes, how to foster sustainable leadership and teams, and be able to translate and apply those principles to the nominations and election process.

## EVALUATION AND EDUCATION

Council will regularly evaluate its governance performance. Evaluation increases Council’s understanding of its own governance and deepens its commitment to good governance and adhering to its governance values and policies. Council will support good governance through ongoing education and orientation of its new members. A [third-party consultant](#) will evaluate Council’s governance every three years. Council will regularly monitor and discuss its performance through the following methods:

1. Evaluation of Council meetings: Council conducts regular evaluations with respect to the effectiveness of its meetings and meeting processes and keeps a record of the results of the regular evaluations.
2. Council orientation and education: Council will support good governance through the following:
  - a. orientation on governance for new Councillors and committee members;
  - b. training in governance for Council and committee members at least annually; and
  - c. offering opportunities for Councillors to attend external events on governance, if feasible. Council will use evaluation results to assess the need for education and determine the content of orientation and educational programs and activities.

Council uses the evaluation results to inform the review and revision of its governance policies.

# CONFIDENTIALITY & TRANSPARENCY

Councillors and committee members are subject to and must comply with the confidentiality provisions set out in section 36 of the *RHPA*, and if applicable, section 83 of the Code.

Sections 36 and 83 are attached to this policy.

Also, as part of their fiduciary duties, Councillors and committee members owe the College a duty of confidence. Councillors and committee members must treat them as confidential and not disclose without Council approval all matters before Council and all information the Councillor otherwise receives during the exercise of their duties. This duty of confidentiality does not apply to matters discussed during the portion of a Council meeting open to the public.

The subject matter of Council sessions closed to the public is confidential until disclosed in an open session of Council.

Committee matters are confidential until disclosed in an open session of Council or otherwise made public by the College.

## Transparency

In keeping with the College's value of transparency and with the requirements of the *RHPA*, the College will make the following governance material available to the public on its website:

- Council agendas and meeting materials relating to the portion of Council meetings open to the public,
- Minutes from the portion of Council meetings open to the public, and
- The College's by-laws and governance policies.

## Section 36 of the RHPA

### Confidentiality

**36 (1)** Every person employed, retained or appointed for the purposes of the administration of this Act, a health profession Act or the *Drug and Pharmacies Regulation Act* and every member of a Council or committee of a College shall keep confidential all information that comes to his or her knowledge in the course of his or her duties and shall not communicate any information to any other person except,

- (a) to the extent that the information is available to the public under this Act, a health profession Act or the *Drug and Pharmacies Regulation Act*;
- (b) in connection with the administration of this Act, a health profession Act or the *Drug and Pharmacies Regulation Act*, including, without limiting the generality of this, in connection with anything relating to the registration of members, complaints about members, allegations of members' incapacity, incompetence or acts of professional misconduct or the governing of the profession;
- (c) to a body that governs a profession inside or outside of Ontario;

**Note: On December 1, 2024, the day named by proclamation of the Lieutenant Governor, subsection 36 (1) of the Act is amended by adding the following clause: (See: 2021, c. 27, Sched. 2, s. 70 (1))**

- (c.1) to the Health and Supportive Care Providers Oversight Authority for the purposes of administering the *Health and Supportive Care Providers Oversight Authority Act, 2021*;
- (d) as may be required for the administration of the *Drug Interchangeability and Dispensing Fee Act*, the *Healing Arts Radiation Protection Act*, the *Health Insurance Act*, the *Health Protection and Promotion Act*, the *Integrated Community Health Services Centres Act, 2023*, the *Laboratory and Specimen Collection Centre Licensing Act*, the *Fixing Long-Term Care Act, 2021*, the *Retirement Homes Act, 2010*, the *Ontario Drug Benefit Act*, the *Coroners Act*, the *Controlled Drugs and Substances Act (Canada)* and the *Food and Drugs Act (Canada)*;
- (d.1) for a prescribed purpose, to a public hospital that employs or provides privileges to a member of a College, where the College is investigating a complaint about that member or where the information was obtained by an investigator appointed pursuant to subsection 75 (1) or (2) of the Code, subject to the limitations, if any, provided for in regulations made under section 43;
- (d.2) for a prescribed purpose, to a person other than a public hospital who belongs to a class provided for in regulations made under section 43, where a College is investigating a complaint about a member of the College or where the information was obtained by an investigator appointed pursuant to subsection 75 (1) or (2) of the Code, subject to the limitations, if any, provided for in the regulations;
- (e) to a police officer to aid an investigation undertaken with a view to a law enforcement proceeding or from which a law enforcement proceeding is likely to result;
- (f) to the counsel of the person who is required to keep the information confidential under this section;
- (g) to confirm whether the College is investigating a member, if there is a compelling public interest in the disclosure of that information;
- (h) where disclosure of the information is required by an Act of the Legislature or an Act of Parliament;
- (i) if there are reasonable grounds to believe that the disclosure is necessary for the purpose of eliminating or reducing a significant risk of serious bodily harm to a person or group of persons;
- (j) with the written consent of the person to whom the information relates; or
- (k) to the Minister in order to allow the Minister to determine,
  - (i) whether the College is fulfilling its duties and carrying out its objects under this Act, a health profession Act, the *Drug and Pharmacies Regulation Act* or the *Drug Interchangeability and Dispensing Fee Act*, or
  - (ii) whether the Minister should exercise any power of the Minister under this Act, or any Act mentioned in subclause (i). 2007, c. 10, Sched. M, s. 7 (1); 2014, c. 14, Sched. 2, s. 10; 2017, c. 11, Sched. 5, s. 2 (1, 2); 2021, c. 39, Sched. 2, s. 23 (1); 2023, c. 4, Sched. 1, s. 82.

## **Section 83 of the Code**

### **Confidentiality of information**

**83** (1) Except as provided in section 80.2 and in this section, the Quality Assurance Committee and any assessor appointed by it shall not disclose, to any other committee, information that,

- (a) was given by the member; or
- (b) relates to the member and was obtained under section 82. 1991, c. 18, Sched. 2, s. 83 (1); 2007, c. 10, Sched. M, s. 59 (1).

## **CONFLICT OF INTEREST**

### **Purpose and Application**

This policy defines conflict of interest and provides guidance to Councillors and committee members with respect to their duties relating to conflicts of interest. The policy applies to all members of Council and to all non-Council committee members. (In this policy the term “Councillor” also refers to non-Council committee members, who are subject to the same requirements with respect to conflict of interest.)

### **Policy**

Councillors must avoid or resolve all potential conflicts of interest that may arise during their performance of College duties, and they must make best efforts to avoid situations that the public or College members might perceive as a conflict of interest, even if there is no actual conflict of interest.

The By-laws contain provisions with respect to conflict of interest and Councillors must comply with them. Councillors should also adhere to this policy and consider it in the context of complying with the by-laws.

Councillors and committee members are required to complete an annual acknowledgement that they reviewed the Code of Conduct and submit it to the College by January 30<sup>th</sup> of each year.

As part of the annual review of the Code of Conduct, and at any other time during the year, public appointees are required to declare any offences, charges, or bail conditions. Elected Councillors and committee appointees are required to report any offences, charges, bail conditions, or findings of professional misconduct that have been made against them as part of their annual registration renewal with the College.

Councillors are also required to complete a conflict-of-interest form prior to each Council meeting.

## Description of Conflict of Interest

[Article 2 of By-law 4](#) defines conflict of interest as follows:

A conflict of interest exists if a reasonable person knowing the relevant facts would conclude or perceive that the exercise of the Councillor's or committee member's judgment was likely to have been influenced by the personal or financial interest of the Councillor or committee member or by the personal or financial interest of a related person or a related corporation of that Councillor or committee member.

The circumstances in which a conflict of interest might arise are not exhaustively set out, but generally a conflict will arise in the following types of situations:

1. Councillor self-interest – a Councillor transacts with the College directly or indirectly, or when a Councillor has a material direct or indirect interest in a transaction or contract with the College.
2. Interest of a relative or association – a Councillor's immediate family, or professional associate or business partner, enters a business arrangement with the College.
3. Gifts – a Councillor, or any other person the member chooses, accepts a gift or benefit of more than nominal or token value from a party with whom the College might enter into a business arrangement, for the purpose of influencing an act or decision of the College.
4. Competing interests – a Councillor owes obligations to another organization that are competing or inconsistent with those of the College and its duty to act in the public interest.

## Resolving Conflicts of Interest

Councillors must comply with the process set out in By-law 4 for identifying and addressing conflict of interest. Acting in a conflict of interest is a breach of the By-laws and [this policy](#).

# IMPARTIALITY IN DECISION MAKING

The purpose of this policy is to assist Councillors and committee members to identify and avoid situations where a lack of impartiality might arise during a hearing or more generally with respect to decisions affecting an individual registrant outside the context of a hearing. (The word "Councillors" in this policy will include and refer to both Councillors and committee members.)

## Avoiding Appearance of Bias in Adjudicative Decisions

A Councillors should not adjudicate in a hearing if circumstances may give rise to a reasonable apprehension of bias on the part of the Councillors. A reasonable appearance of bias exists if a reasonable and well-informed observer who is familiar with College process and who has the

relevant facts would conclude that the director would not decide the matter fairly or impartially. Bias is defined in section 4 of By-law 4.

It is impossible to list all the circumstances in which a reasonable apprehension of bias will arise. Councillors should be aware of the potential for bias and seek advice even if a small likelihood of bias exists. By way of example, the following circumstances will likely result in an apprehension of bias:

1. An association or relationship or activity that suggests the Councillors would not decide the matter impartially, for example the panel member is a former partner or friend of the subject registrant or the panel member wrote a letter of reference for the subject registrant.
2. The Councillors and the subject registrant have patients or clients in common and the patient or client discussed the matter with the registrant.
3. The Councillor's past conduct or statements on relevant issues suggest that the Councillor is prejudging the matter.
4. Conduct during a hearing, for example overly aggressive questioning of one party, refusing to hear evidence from one party, constant interruption of one party, and laughing or making exasperated noises or other such disrespectful actions during testimony.

Before a hearing, the College will provide panel members with basic information about the identity of the parties and their counsel. If at any time a panel member becomes aware of a situation that might create a reasonable apprehension of bias in an adjudicative matter, they should immediately advise the panel chair or the Registrar. If a panel member becomes aware of the potential for bias during a hearing, they should advise the panel chair or independent legal counsel at the earliest possible opportunity. The panel member should not disclose the potential for bias while a hearing is in session. Instead, they should ask for a recess and discuss the matter with the panel chair or legal counsel.

### **Maintaining Impartiality**

Most committee decision-making at the College is not adjudicative and not made during or after a hearing. However, similar considerations apply to these types of decisions as apply in an adjudicative context. In addition to avoiding conflicts of interest (see Conflict of Interest policy), Councillors should be aware of circumstances that might create a perception that they could not decide a matter in a fair and impartial way. Generally, Councillors should appear to have an open mind in making a decision and be aware of the potential that a strongly held view or consideration of irrelevant factors (such as age or gender) might create an impression that the member has a "closed mind". Committee members should appear 'amendable to persuasion' in making a decision concerning a registrant or individual outside of an adjudicative context.