

COLLEGE OF DENTURISTS OF ONTARIO

GOVERNANCE POLICY MANUAL

INTRODUCTION

This Governance Policy Manual has been prepared based on the Carver Policy Governance Model for non-profit organizations. It has been adapted to recognize those aspects of the Council's role which legislation requires it to fulfill directly and the aspects of the day to day operations of the College that it delegates to the Registrar.

This Governance model provides freedom for the Registrar by outlining what the Registrar cannot do rather than defining the Registrar's role in a detailed job description. At the same time, it attempts to define the role of Council and its committees in terms of Governance and Regulation Policy.

In approving the Governance Policy, Council recognizes that it is not yet in full compliance with the policies set out here. It plans to work hard to bring itself into compliance.

The Manual is divided into four sections:

A. OVERALL BROAD OBJECTIVES

- Defines what results the College seeks to achieve, for whom and at what cost.

B. THE GOVERNANCE PROCESS

- Defines what Council's job is, how it goes about it and how it evaluates what it is doing.

C. COUNCIL – REGISTRAR RELATIONSHIP

- Defines how the Council delegates and evaluates the operation of the College.

D. EXECUTIVE LIMITATIONS

- Defines the constraints of ethics and good business sense within which the Council delegates the operation of the College to the Registrar.

The individual policies in this document are inter-related and no policy should be treated alone without a full understanding of the document in its entirety.

A. OVERALL BROAD OBJECTIVES POLICY

The College exists to ensure Ontarians are knowledgeable of and receive; respectful, effective and efficient Denturists services provided by self-regulated competent practitioners and are protected from harmful and illegal practice.

The Council of the College is therefore accountable for the Regulation of the Profession and the Governance of the College. The Council has three roles to play in both Regulating and Governing.

- I. To make Policy
- II. To modify Policy
- III. To monitor Policy

Regulation of the Profession

In broad terms Regulation of the Profession involves the following:

1. There is a regulatory framework to ensure safe, ethical, and competent practice.
 - 1.1 Regulations ensure that Denturists have current scope of practice.
 - 1.2 Regulations ensure that Denturists have the capacity to practice competently.
 - 1.3 There is a Controlled Act that protects the public from risk of harm.
2. There is a Quality Assurance program, which regulates effective and efficient care.
 - 2.1 There are Entry to Practice Standards to enter the Profession.
 - 2.2 There are Practice Standards to which all members must comply.
 - 2.3 There is a Code of Ethics to which all members must adhere.
 - 2.4 There are Regulations, which require continuing education for all members.
 - 2.5 There are both Self Assessment and Peer Assessment programs.
3. There are committees/panels for the fair hearing of public and member complaints/compliance issues relating to Professional practice, thus there are Complaints and Discipline Committees, which act according to defined regulations.
 - 3.1 The practice of illegal, incompetent or incapacitated practitioners is identified and prevented or changed in a timely manner.
 - 3.2 There are various Professionals employed on retainer to ensure proper process is carried out.

4. There is sufficient detailed Policy, which fully protects Ontarians against unsafe, ethical or ineffective Professional practice.
 - 4.1 Although protection can not be guaranteed, actions executed in a timely and fiscally responsible manner, must be provided as required to the public.
 - 4.2 Communication with both the public and the membership must be of such detail and frequency that the role of the College is understood and appreciated.

Governance of the College

In broad terms Governance of the College involves the following:

5. The College has a reliable Register of qualified members:
 - 5.1 Applicants are continually informed of the process.
 - 5.2 Policies for renewals of registration are in effect.
 - 5.3 Policies for change in registration status are in effect.
 - 5.4 Specific consequences for members violating policies are in effect.
 - 5.5 The Register of members is monitored on a timely basis.
6. The College efficiently administrates committees, panels and processes relating to complaints, incompetence, incapacity and illegal practice.
 - 6.1 Registrar's investigations are formally carried out.
 - 6.2 The Registrar convenes the various committees and panels in a timely manner and communicates results as soon as possible.
7. The membership is informed of responsibilities and rights as expressed in relevant legislation and regulations and any change thereto.
 - 7.1 Frequent communication with the membership on a regular basis must be maintained.
 - 7.2 The membership should be encouraged to contact the College Of Denturists.
8. The College must attempt to maintain a Public Awareness program.
 - 8.1 For the public to submit a complaint there must be an awareness that there is a College.
 - 8.2 Members should be encouraged to let the public know there is a difference between being a regulated Professional or a non-regulated amateur.

9. The College must administer the Quality Assurance Program.

- 9.1 The Registrar should convene the Committee on Quality Assurance on a regular basis.
- 9.2 All documentation would be filed in a timely manner.
- 9.3 It is Council's responsibility to maintain a positive profile for the Quality Assurance Program.
- 9.4 Consequences for non-compliance must be administered .

10. Council as a whole, and individual committees are responsible for the College's financial and legal integrity and effective operation.

- 10.1 There shall be regular auditing of the various committees. It is necessary to have monitoring reports at every quarterly meeting of Council.
- 10.2 It is the duty of Council members to act in several capacities as requested by the Executive or Registrar.
 - (i) As a member of the total Council to participate in the debate and passing of Motions.
 - (ii) As a member of one or more committees or panels.
 - (iii) As a member of a specific monitoring team to investigate and report to Council on an on-going basis.
- 10.3 There shall be monitoring of the Registrar's performance as specified in the Council-Registrar relationship.

B. THE GOVERNANCE PROCESS

The Council will approach its task with an emphasis on:

- a. Outward vision to the public and membership rather than internal preoccupation;
- b. Encouragement of diversity of viewpoints while working toward consensus;
- c. Strategic leadership not management detail;
- d. Clear distinction of Council and Registrar roles;
- e. Collective decisions;
- f. Orientation to the future;
- g. Proactivity rather than reactivity;
- h. Monitoring as well as making and modifying policy.

Accordingly, the Council will:

- i. Cultivate a sense of group responsibility.
- j. Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to attendance, preparation for meetings, respect for consensus, staying on topic, and respect for various roles, speaking with one voice through the President or his designate.
- k. Orientation of new Council members in the Governance process and periodic discussion of process improvement.
- l. Monitor and discuss Council's performance on a regular basis. Self-monitoring will include comparison of Council activity to the actual written Governance process.

1. Policy Title: Council Member's Code of Conduct

Council requires of itself a commitment to proper use of authority and appropriate decorum in attempting to fulfill its various responsibilities efficiently and effectively. Accordingly:

- 1.1. Council members are fiduciaries and must be loyal to the interest of the public of Ontario. This accountability supercedes any personal interest or conflicting loyalty such as to advocacy or interest groups and membership on other boards or staffs.
- 1.2. Council members must avoid any conflict of interest with respect to their fiduciary responsibility. There must be no conduct of private business or personal services between any Council member and Council.
- 1.3. All members of Council shall be familiar with the Regulated Health Professions Act, the Denturism Act and the regulations, College by-laws and Council Policies.
- 1.4. When a Council member has an unavoidable conflict of interest that member shall absent themselves without comment from not only the vote, but also from the deliberation and such shall be noted in the minutes.

- 1.5. Council members shall not use their positions to obtain employment for themselves or family members with the College.
- 1.6. Council member's interaction with the Registrar or with other staff must recognize the lack of authority vested in them as individuals except when explicitly authorized by Council.
- 1.7. Individual Council members cannot speak to the public, press or other entities without authorization by Council.
- 1.8. Council members will not individually judge Registrar or staff performance except, from commenting on compliance with board policies as part of the whole Council's monitoring process.
- 1.9. Council members must not breach confidentiality as set out in the RHPA c18 Section 36(1).
- 1.10. Council members must not sign a document affecting the College unless authorized by Council.

2. Policy Title: Council Job Description

2.1 Regulatory Role:

The Council's job products are:

- 2.1.1 Making, modifying and monitoring regulations that Council feels are necessary for regulation and as required by the Ministry.
- 2.1.2 Properly constituted committees/panels.
- 2.1.3 Quality measures such as Entry to Practice and Performance Standards.
- 2.1.4 Public policies protecting Ontarians against ineffective, unethical or unsafe practices.
- 2.1.5 Means for communication with the public and the membership.
- 2.1.6 Proven assurance by means of records etc. of the performance of the College in achieving its own Broad Objectives.

2.2 Governance Role:

The Council's job products are:

- 2.2.1 A distinguishing of the Council's unique job from the job of the Registrar and staff.
- 2.2.2 Internal rules for the efficient functioning of meetings.
- 2.2.3 Mechanisms which promote monitoring and planning of fiduciary responsibilities.
- 2.2.4 Evidence of a linkage between the College and the public.
- 2.2.5 Making, modifying and monitoring policies which address:
 - (i) Broad Objectives - what results the College seeks to achieve, for whom and at what cost.

- (ii) Governance Process - what the Council's priorities are, how it goes about finding solutions and how it evaluates itself.
- (iii) Council-Registrar Relationship - how Council delegates and evaluates the operation of the College.
- (iv) Executive Limitations - the constraints of ethics, prudence, and efficiency within which Council delegates the management and operation of the College to the Registrar.

2.2.6 The assurance of the Registrar's performance (against the Broad Objectives and Executive Limitations) on a regular basis.

3 Policy Title: President's Role

The President, as the Chair of the Council, assures the integrity of the Council's "process" and secondarily, represents the Council to outside parties in a defined manner.

- 3.1 The President ensures that Council behaves consistently with its own Governance Process and policies.
 - 3.1.1 Meeting discussion content will only be those policy issues, which clearly belong to Council to decide not management issues, which belong to the Registrar.
 - 3.1.2 Deliberation should be open and thorough but also efficient and kept on topic.
- 3.2. The President is empowered to chair Council meetings with all the commonly accepted power of that position. The President should relinquish the Chair if he/she wishes to enter into debate during Council meetings.
 - 3.2.1 The President has no authority to make decisions about policies created by Council.
 - 3.2.2 The President represents Council to outside parties in announcing Council-stated positions and making interpretations within the area delegated by Council.
 - 3.2.3 The President may delegate his/her authority, but remains accountable for its use.
 - 3.2.4 The President with the Executive has the responsibility to ensure security and maintenance of Council-owned files such as by-laws, agendas, minutes and monitoring reports. This is monitoring of the Registrar.
 - 3.2.5 In the absence of the President, the Vice President assumes the President's role.
 - 3.2.6 The President is empowered to share with the Registrar the orientation of new Council members.
 - 3.2.7 The President with the Executive are responsible for the appointment of new Registrars and their orientation to the College Of Denturists.

4. Policy Title: Annual Council Planning Cycle

The Council will follow an annual agenda as well as individual meeting agendas. The purpose of each quarterly meeting will be to undertake full Regulatory and Governance work i.e. reviewing and developing Regulations, Standard setting, concentrating on public policy which protects against unsafe or ineffective Professional practice and monitoring of all significant functions including the management of the College by the Registrar. Although regulatory refers to dealing with the membership and Governance refers to dealing with the internal functioning of the College they are closely connected and should not be an impediment re classification of an issue. The important consideration is that an issue be dealt with under one or the other categories.

- 4.1 Policy making and modification comes to each Council meeting through the committees. Committees may present a "Notice of Motion" for discussion or input from Council. This is "discussion or deliberation" where no decision is made. Committees may also present "Motions" which become policy if passed by Council. There is an annual Council Planning Cycle making and modifying Motions fit on the annual agenda according to the progress of the various committees.
- 4.2 Policy and operational monitoring should be spread over the annual agenda in such a manner that each Council meeting gets a report from each committee. But in-depth audits to confirm the reports must be given to Council a minimum of once per year. No more than one or two in-depth audits need be presented at each quarterly meeting. In-depth audits should be carried out by a team of two members of Council who are not on the Committee which is responsible for the quarterly report. Council may at any time employ outside auditors to audit a particular area such as an accountant or other expert such as an outside registrar. Financial considerations must always be foremost in hiring outside help.

Example of an Annual Council Agenda

March

1. Policy making from Q.A. and Patient Relations Com.
2. Monitoring reports from every Committee except #3
3. In-depth audit of (a) the Register of the membership
(b) The complaints process

June

1. Policy making from Executive
2. Monitoring reports from every Committee except #3
3. In-depth audit of (a) financial condition
(b) Public awareness

September

1. Policy making from Complaints and Discipline
2. Monitoring reports from every Committee except #3
3. In-depth audit of (a) Quality Assurance
(b) Asset Protection

December

1. Policy making from Executive and Registration
2. Monitoring reports from every Committee except #3
3. In-depth audit of (a) Professional services
(b) Registrar leadership

5. Policy Title: Council Meeting Conduct

5.1 Agendas

Meetings are set out on agendas as per the annually agreed upon Council Planning Cycle Policy. Thus there are expectations from most committees at each meeting. There will be Policy making, modifying and monitoring on each agenda. Committees should be aware when in-depth auditing will pertain to each respective Committee once per year. Most meetings should also have a brief report from the Registrar and the President.

5.2 Elections

Election of Council members shall be as per the Regulated Health Professions Act and College Regulations.

5.3 Access to the Public

5.3.1 The meetings of Council shall be open to the public as required by the RHPA, but Council will exclude the public from meetings with respect to personnel matters, matters restricted by legislation regarding protection of privacy, or matters in which public discussion could prejudice Council's legal position.

5.3.2 Persons wishing to make a submission to the College should apply in advance to the President and should not be unreasonably refused.

5.4 Decision making re: Regulations

Any alteration to existing Regulations or addition or deletion of Regulations must be approved by a majority of Council, and in the case of substantive alterations only after consultation with members of the College. Committees may present Motions to Council but have no power for College decision making.

5.5 Discipline in policy decision making

All issues/proposals raised will first be discussed in relation to existing Policies in order to ascertain (a) whether it is a question for Council or the Registrar to determine (b) the extent to which the Policy/Proposal is satisfactorily covered by existing Policy and whether existing Policy needs to be modified. The discipline of making Policies at the broadest level first and relating to present Policies with new issues/proposals preserves the principle of efficient Policy making through encompassment and modification rather than re-inventing the wheel with each new proposal.

5.6 Preparation and planning

Policy decisions often require appropriate information. Since proposals usually come from committees or the Registrar it is quite appropriate to introduce a "Notice of Motion" for discussion at one meeting and then present the Motion at the following meeting for a decision.

5.7 Within the meeting – the process

5.7.1 The Chairperson asks the Proposer of the Motion to state the Motion. The Chairperson then restates the Motion for clarity. The Chairperson then invites the Proposer to make the Motion and asks for a second, having received seconding of the Motion the Chairperson opens debate by asking the Proposer to speak first. All members are then encouraged to debate by addressing their remarks through the Chairperson. No one may speak a second time on a question until every member who wishes to speak has done so. The Chairperson cannot call a vote on the Motion until all members have had the opportunity to speak at least once. The Chairperson calls the vote when he is satisfied that all members have had the chance to debate at least once. The decision on a Motion is taken by a majority vote.

5.7.2 The giving of reports or the discussion of Notice of Motion is a more informal part of the meeting; however the Chairperson is still responsible to essentially direct the traffic of the discussion.

5.7.3 Approval of minutes and agenda are considered a formal beginning of each meeting and require Motions, thus they are handled as outlined in 5.7.1.

6. Policy Title: Committees/Working Group Conduct

6.1 Composition

Besides the seven Statutory committees other committees or work groups may be established to fulfill certain needs. Members of the Statutory are decided by Council according to the RHPA the Chairs of these committees are responsible for selecting panels from among members of these committees. The Executive, Registration, Discipline, Complaints and Fitness to Practice Committee panel compositions must conform to the panels as set out in the RHPA. Quality Assurance and Patient Relations committees are responsible for establishing in their policies, panel compositions.

6.2 Power of Committees

In as much as Committee panels are acting as Tribunals, they are responsible for the content of their decisions, which may be reviewed only by the Health Professions Appeal and Review Board or a Court of Law. All other policy work of committees is preparatory to a full Council decision. Committees and Committee Chairs may not speak or act for Council except when they have been given permission by Council. Committees cannot exercise authority over or advise staff because that is the Registrar's role. Because the Registrar works for the full Council and is responsible for the Broad Objectives of Council they will not be responsible to obtain permission from any Committee before they take Management Executive action.

6.3 Reporting Monitory of Committees

This policy applies under statutory committees and other committees formed by Council but does not apply to committees formed under the authority of the Registrar. For example, the Registrar may ask two or three members to help form an interview team to hire certain staff. It is here that the Registrar has final authority.

6.3.1 Council makes an annual report to the Minister on its major activities and financial affairs. Council makes a five year report on:
(i) the effectiveness of the Patient Relations and Quality Assurance programs.
(ii) the complaints and discipline procedures for sexual abuse.

6.3.2 All Committee work will be evaluated annually by means of an internal or external in-depth audit team. The Registrar appoints one or two Council members to review the records for accuracy and progress made as well as the records of the budget for that committee. This in-depth audit report will be reported to Council once per year.

- 6.3.3 It is expected that at each quarterly meeting except when the in-depth audit is reported the Chair of each Committee will present a brief self-monitoring report which will include an overall view of the committees quarterly work and a report on budget implications of the Committee for the quarter. Motions on policy making or modifying do not fall under the agenda for monitoring although reference to a particular change or potential change to policy may be made.

6.4 The Executive Committee:

This Committee is a special Committee with special powers and responsibilities. This Committee in adherence with the RHPA, College Regulations and all reasonable timetabling and information requirement from the Registrar to:

- 6.4.1 receive referrals from and through the Registrar from Complaints and Quality Assurance Committees for possible interim order and referral on to the Discipline or Fitness to Practice committees or for assessment of sexual abuse to the Quality Assurance Committee and;
- 6.4.2 to approve the Registrar's appointment of investigators re: Professional misconduct or incompetence. The RHPA also states that the Executive Committee“ between meetings of Council has all the powers of Council with respect of any matter requiring immediate action except the power to make, modify or revoke a regulation or by-law”. Council will do all that is within its power to avoid the Executive Committee acting in the capacity of Council. The wholeness of Council decision making is a major aim since it is the total Council that is responsible for achieving its Broad Objectives along with the Registrar. The annual in-depth audit of the Executive Committee should include the examination of records to report on (i) outcome of any matters (other than those which are still sub-judice) which have been referred through the executive or been subject to Interim Executive Orders, and any records showing timely decisions and documentation. Quarterly meeting monitoring which takes place at the three quarter meetings not tied to the in-depth audit meeting requires the Presenter to simply provide a report on present activities and concerns such as financial management or business with the Ministry, Public and members, education of Council or other developments that the executive feels necessary for Council to be aware of.

7. Policy Title: Professional Services for Council

Professional services do provide an essential expert service to Council. It is Council's responsibility to determine comparable costs and amount of service required by resolution. This should be done on an annual basis with the Registrar and Executive taking a dual responsibility to bring recommendations to Council for these appointments.

The following services may be required:

- I. a financial auditor who does the in-depth audit
- II. a chartered bank
- III. a general counsel
- IV. information technology expert

It is most important to do comparable costs and services provided for other Colleges. This is simply good business sense. This can be delegated to the Registrar to give comparables to the Executive to consider and then the Registrar and Executive give a Motion to Council on an annual basis for these appointments.

8. Policy Title: Cost of Governance

Note: The Registrar sets and maintains the budget for the day to day operation of the College in accordance with the College's Broad Objectives and Executive Limitations Policies. This cost will be considered when there is an in-depth auditing of the Registrar. The Registrar's budget is in most cases considerably greater than Council's budget but this budget is still approved at a financial planning session of part of a quarterly meeting. The Council will invest in ensuring that Council skills, methods and supports will be sufficient to assure their Regulatory and College Governance responsibilities.

- 8.1 The Council will determine an annual budget for direct expenses associated with fulfilling its regulatory Broad Objectives. This can be efficiently accomplished by having a financial Committee Chaired by the Treasurer to do the preparatory work. Direct expenses for Regulatory work includes all expenses associated with Regulating members thus all costs associated with inadequate or the prevention of inadequacy of members. This includes meeting costs, legal advice, witness expenses, audit and other third part monitoring of regulatory performance and training of Council Committee panel members.
- 8.2 The annual budget setting should be done in an agreed upon meeting before the business year begins. Council considers the recommendations of the Treasurer and his Committee at the beginning of the budget and seeks agreement with all committees and passes the budget with a formal Motion.
- 8.3 The Chair persons of each of the Statutory Committee's proposed to the Executive Committee an annual work plan and budget proposal for their individual committees. Even if a Committee seldom meets for its major responsibilities it still should budget for emergencies and for training of its own members. The Executive Committee considers these proposals and appoints the Treasurer to work out the details for presentation to Council through his committee. Council reviews its overall objectives and determines what the more appropriate budget priorities are for the following year.

- 8.4 Committee Chairpersons are responsible to Council for maintaining their own budgets as agreed to by Council. The President and his/her executive are responsible for monitoring that committees operate as agreed on. If emergencies with higher costs emerge it is up to the Chairperson to contact the Treasurer and the Executive immediately.
- 8.5 The Council has a second budget to plan for. It will determine an annual budget for its own direct expenses associated with internal College Governance. This will apply to meeting expenses of Council and its Committees. The best guess cost of honoraria travel and hospitality of Council members. Outside costs for Professional help should be budgeted through the Governance budget if Council is dealing with that help. Again this part of the budget planning is best considered in the same process as outlined above for the regulatory Broad Objectives. Committee Chairpersons submit their best guess to the Treasurer who works with both the Finance Committee and the executive to present an internal Governance budget to Council for approval.
- 8.6 The Registrar's budget is proposed by the Registrar to the Finance Committee to be then vetted through the executive and then brought to Council for approval. The Registrar once agreement has been made with Council is responsible to Council for his budget and monitoring quarterly the same as committees. The Registrar's budget is his responsibility for hiring staff and running its day to day operation of the College. He/she is responsible for funding according to the Broad Objectives as set out in Council policy and compliance with Executive Limitations.
- 8.7 It is important to differentiate who is responsible for what part of the budget planning process and at what meeting of the business year the budget plan is presented to Council. Much planning is required before the budget is presented to Council for the following business year. It is also beneficial to have reviewed the in-depth audit of the previous year's audit before the present years budget is set. This means that Council may be three months into the budget year before the budget is set. An extra meeting may be necessary to keep auditing and presentation of new budget in correct sequence and focus at the beginning of the business year.
- 8.8 Restrictions may be necessary to insure that certain aspects of programming or emergencies are funded. All restrictions must be agreed to by the total Council and use of restricted funds must be approved by total Council.

9. Policy Title: Linkage with the Public and Members

The Council's main responsibility is to be accountable to the public and specifically to minimize Professional risk or harm to the people of Ontario. The Council is therefore committed to actively linking with the public to provide for accountability to the public and to

inform its policies to the public. The Council is also committed to actively linking with the membership.

- 9.1 Professionals with certain expertise should be used to fulfill regulatory needs.
- 9.2 Professionals, as a sub-set of the public will have an interest in the internal Governance of the College.
- 9.3 Within reasonable cost constraints Council's linkage should include: establishing mechanisms for informing the public of Council's regulatory and Governance work. Providing full reports required by the government as agents for the public interest seeking public opinion on issues the Council considers the public interest to be unclear. Consulting Registered Professionals in the course of drafting regulations. Differentiating the role of the College from the role of the Professional Association. Always mindful of the purpose of the College as expressed in the Broad Objectives in serving the public when making Council decisions. Communicating to the membership on a regular basis on the positive work of the College and the annual financial in-depth audit.

10. Policy Title: Governance Evaluation

Ensure the continuity of Council Governance capability through activities such as: orientation of new members by the President and the Registrar, training sessions on specific actions required by Council, circulation of relevant publications, communication with fellow Colleges. Council's compliance with this Governance model may be assessed annually by asking such questions as:

- 10.1 Did our discussions clearly identify the policy issue in question and the extent of existing policy, before any resolution was sought?
- 10.2 How much of Council or committees deliberation involved reference to the Broad Objectives of Council?
- 10.3 Should there be changes to the Governance Policy Manual at this time?
- 10.4 Is our system of operating under this Governance Manual producing an effective and efficient method of fulfilling Council's responsibilities at cost that can be afforded?
- 10.5 Governance can only work through a structured annual agenda as well as a structured meeting agenda. Setting those agendas can be as important in producing excellent meetings which meet responsibilities, as spending time on making policy. It is a major responsibility for the Registrar and the President with the Executive to make agendas, which always include Policy making, possible Policy modifying, always monitoring.

C. COUNCIL-REGISTRAR RELATIONSHIP

1. Policy Title: Registrar Job Description

As the Council's single official link to staff and its daily operations, the Registrar's performance will be considered synonymous with the College's performance. Consequently, the Registrar's job description can be stated as performance in only two areas.

- 1.1 Accomplishment of College Broad Objectives as set out in Council policy.
- 1.2 Compliance with Executive Limitations as set out in Council policy. The Registrar is the manager or CEO of daily operations and has direct control over this major function. This is quite separate yet related to the policy functions of the President and Council.

2. Policy Title: Delegation to the Registrar

All Council authority delegated to staff is delegated through the Registrar and no one else, so that all authority and accountability of staff, as far as the Council is concerned is considered to be the authority, responsibility and accountability of the Registrar alone.

- 2.1 The Council will direct the Registrar to achieve specified results, within specified time frames at a specified cost through the establishment of College Broad Objectives. As well, Council will limit the latitude the Registrar may exercise in College practices, methods and conduct to achieve those Broad Objectives through the establishment of Executive Limitations Policies.
- 2.2 As long as the Registrar uses any reasonable interpretation of the College's Broad Objectives and Executive Limitations policies the Registrar is authorized to establish all further College policies, operating policies and procedures, make all decisions, take all actions, establish all practices in relation to being totally responsible for the management of the College within the above parameters.
- 2.3 The Council may change its Broad Objectives and Executive Limitations Policies from time to time, thereby shifting the boundary between Council and Registrar domains. This should only be done over the long term to maintain stability of operations because any changes really change the latitude given its Registrar on such fundamental structured Governance process. However, as long as any particular delegation is in place, Council and its members will respect and support the Registrar's choices.
- 2.4 Only decisions of Council acting as a body are binding on the Registrar.
 - 2.4.1 Decisions or directions of individual Council members, Executive members, Committees or other working groups are not binding on the Registrar except in rare instances when Council has specifically authorized such exercise of authority through resolution for a very specific function.
 - 2.4.2 In the case of Council members requesting information or assistance without Council authorization the Registrar can refuse such requests, if in the Registrar's judgment, they require a material amount of staff time

and funds, or are disruptive to the planned daily efficient running of the College.

3. Policy Title: Monitoring Registrar Performance

It is the Executive Committee's responsibility to monitor quarterly and do an in-depth audit of the Registrars performance annually. Any monitoring or auditing is synonymous with monitoring College performance against "Broad Objectives" and Executive Limitations. Any evaluation of the Registrar can only be derived from monitoring data records that pertain to working within the Executive Limits to achieve the Broad Objectives. Any information that does not do this will not be considered monitoring. Monitoring should be as automatic as possible, using a minimum of Council time so that meetings can be used to create the future rather than review the past. Much monitoring can simply be an internal progress report by the Registrar in which there is disclosure of compliance read into the record for executive or Council minutes each quarter. For the annual in-depth audit, a Council member or two can form a team and inspect documents that confirm work that has been done. This inspection is simply a sport check which allows a "prudent person" test of policy compliance. Documents should include filing of minutes, correspondence with the Ministry, any public communications etc. In monitoring and auditing the Registrar's performance, Council must continually be aware that only Broad Objective accomplishment and adherence to Executive Limitations are Council's responsibility. The Registrar must feel that only he/she is in charge for the College's day to day operation. Council's job is a policy job and not management of the College.

4. Policy Title: Hiring of Registrar

For the hiring of a new Registrar or the agreed training of a present Registrar, Council should ensure that all candidates are acquainted with the Governance Policy Manual and its expectations; as well as be acquainted with Council's Broad Objectives, Executive Limitations, Governance process and Council-Registrar relationship policies.

5. Policy Title: Monitoring of Operations and Committee Functions

The Registrar will require the Executive Committee to do several in-depth audits throughout the year as proposed on the annual agenda. Audit task forces will be appointed by the executive and the Registrar to do the following in-depth audits (1) membership Registrar (2) Complaints Processing (3) public awareness (4) Quality Assurance processing (5) Asset Protection and Professional Services. Financial condition will require a Professional auditor. Audit task forces will be one or two members of Council who are not on the committee being audited.

- 5.1 All auditors appointed will sign a confidentiality agreement.
- 5.2 Only a small percentage of the primary data for each audit need to be examined with the exception of any financial data. For example only 5 to 10% of the registration data should be audited in any one year.

- 5.3 In the case of all auditing, the auditors should be looking for hard copy information that supports the function being audited. For example in auditing asset protection, the auditors should be examining an inventory of assets and their value as well as the actual assets.
- 5.4 All audit reports should be written but relatively short and should state if compliance with policies is being maintained in timely fashion.
- 5.5 The annual audits are not a criticism of work being done but a confirmation of progress being accomplished and a mechanism by which all Council are well aware of possible risk before violation of policies occurs.
- 5.6 There should be a natural flow of information from quarterly monitoring reports to culminate in one in-depth audit per year to the progress being made to achieve the Broad Objectives of Council. It is the management leadership of the Registrar which will direct the President and his executive to make the best use of Council's resources in a fiscally and effective programming way.

D. EXECUTIVE LIMITATIONS (ON THE REGISTRAR)

1. Policy Title: General Executive Constraint

The Registrar as the Chief Executive Officer (CEO) shall not cause or allow any College practice, activity, decision or organizational circumstance which is either imprudent, illegal, or in violation of the College's regulations, by-laws or commonly accepted business and Profession ethics.

2. Policy Title: Emergency Executive Succession

In order to protect Council from sudden loss of Registrar services the Registrar may not fail to keep the Council President and one office staff member apprised, on a monthly basis of Council and Registrar issues and processes. Thus the Registrar shall not fail to keep business and other records in an organized, orderly and accessible manner.

3. Policy Title: Communication and advice to Council

The Registrar may not cause the Council to be uninformed. Accordingly he may not:

- 3.1 Let Council be unaware of relevant trends, anticipated adverse media coverage, any external or internal changes or assumptions upon which Council policy has previously been established.
- 3.2 Fail to submit required monitoring data in a timely, accurate and understandable fashion.
- 3.3 Fail to advise Council if, in the Registrar's opinion, the Council is not in compliance with its own policies.
- 3.4 Fail to provide for Council adequate staff and external points of view so issues can be seen as various options so a fully informed Council can make proper choices.
- 3.5 Present information in a form that fails to differentiate between decision making, background information for discussion and records and data for monitoring.
- 3.6 Fail to deal with Council as a whole except when responding to officers or Committee Chairs duly charged by Council.
- 3.7 Fail to report in a timely manner an actual or anticipated non-compliance with any policy of Council and provide an explanation for such non-compliance.
- 3.8 Fail to provide a communication mechanism for official Council communications.
- 3.9 Edit Council or Committee communications unless requested to do so.
- 3.10 Fail to inform at least one staff member of his whereabouts during regular office hours.

4. Policy Title: Staff Relations

The Registrar's authority with respect to the treatment of paid staff and volunteers is limited so as to assure that their rights to fair, equitable and humane treatment are not impeded.

Accordingly the Registrar may not:

- 4.1 Operate without written personnel policies which clarify working rules.
- 4.2 Discriminate against any staff member for expressing an ethical dissent.
- 4.3 Prevent staff from presenting concerns to the President of Council when
 - 4.3.1 internal resolution procedures have been exhausted and;
 - 4.3.2 the employee alleges either:
 - (i) Council policy has been violated
 - (ii) Council policy does not protect human rights
- 4.4 Fail to acquaint staff with the characteristics of their job responsibilities such as confidentiality etc.
- 4.5 Fail to take adequate measures to prevent sexual harassment and to investigate any internal complaints promptly.
- 4.6 Fail to objectively measure staff satisfaction and the need for extra staff on a regular basis.
- 4.7 Fail to employ expert Professional help when required.
- 4.8 Fail to take reasonable measures to minimize overtime or temporary assistance.
- 4.9 Fail to provide appropriate Professional development opportunities for all staff so staff can operate effectively.

5. Policy Title: Financial Condition and Activity

With respect to the actual, ongoing financial condition and activities the Registrar may not cause or allow fiscal jeopardy or deviation of actual expenditures from Council priorities.

Accordingly the Registrar may not:

- 5.1 In debt Council in an amount greater than can be repaid by encumbered revenues within 60 days.
- 5.2 Use any long term restricted allocations without the approval of Council for the amount and purpose of removing the restriction.
- 5.3 Fail to settle payroll and debts in a timely manner.
- 5.4 Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed.
- 5.5 Make a single purchase of greater than \$1,000.00 (excluding salaries) without the Treasurer's approval or split purchase orders to avoid this limit.
- 5.6 Fail to report on the monitoring financial condition of the College to Council on a quarterly basis.
- 5.7 Fail to aggressively pursue receivables such as registration fees etc. within a reasonable grace period.

- 5.8 Exceed budget guidelines in any one category by more than 10% without Executive approval through the Treasurer.
- 5.9 Use internal restricted funds intended to cover priorities such as investigations, hearings, funding for sexual abuse therapy without consulting the Treasurer and near the end of the budget year.

6. Policy Title: Financial Planning/Budgeting

Financial planning for any fiscal year as the remaining part of any fiscal year shall not deviate from Council's Broad Objectives, risk fiscal jeopardy, or fail to be derived from a forecasted annual agenda.

Accordingly, the Registrar may not cause or allow budgeting which:

- 6.1 Fails to be based on an annual agenda which specified the priorities for the year from the Broad Objectives of Council.
- 6.2 Fails to provide funds which relate to the prerogatives as set out in the Council's Cost of Governance Policy.
- 6.3 Fails to include credible projection of revenues and expenses, separation of capital and operational items, cash flow and disclosure of planning assumptions.
- 6.4 Fails to meet any financial obligations with the Ministry.
- 6.5 Fails to disagree with the Treasurer's priorities since he is an agent of the Executive and will have a dual responsibility with the Registrar to present the budget to Council.

7. Policy Title: Financial Transactions

With respect to the transaction of funds involved in the operation of the College the Registrar may not:

- 7.1 For any purposes whatever deduct any amount from money received or fail to deposit such money received in the bank in the name of the College.
- 7.2 Fail to endorse any negotiable instrument for collection on account of the College or for the deposit to the credit of the College with the bank, and the College stamps shall be used for such endorsement.
- 7.3 Make payments on behalf of the College by any means without a record of the transaction.
- 7.4 Maintain a petty cash account exceeding \$500.00.
- 7.5 Fail to cut cheques and have them endorsed with a minimum of two signatures from four signatories in a timely manner for payments owing.

8. Policy Title: Asset Protection

The Registrar may not allow College assets to be unprotected, inadequately maintained, or unnecessarily risked. Accordingly he shall not:

- 8.1 Fail to insure against these and casualty losses to at least 90% of replacement value and against liability losses to Council members and staff.
- 8.2 Operate without adequate Director's liability insurance for Council.
- 8.3 Fail to provide sufficient maintenance to plant and equipment.
- 8.4 Make any single purchase:
 - 8.4.1 wherein normally prudent protection has not been given against conflict of interest.
 - 8.4.2 of over \$1,000.00 without having obtained comparative prices and quality and durability.
- 8.5 Receive, process or disburse funds under controls which are insufficient to meet auditor's standards.
- 8.6 Fail to invest or reinvest funds of the College that are not immediately required.
- 8.7 Invest operating capital in secure instruments such as uninsured chequing accounts, bonds or stocks.
- 8.8 Fail to protect intellectual property, information and files from loss or significant change or unauthorized duplication.
- 8.9 Acquire, encumber or dispose of real estate.
- 8.10 Allow any cheque, withdrawals or contracts of more than \$1,000.00 unless signed by at least one of the designated signatories of the executive.
- 8.11 Borrow money on the credit of the College without Council approval.
- 8.12 Fail to communicate with the Treasurer on a regular basis.

9. Policy Title: Compensation and Benefits

With respect to employment, compensation and benefits to College staff, consultants and contract workers, the Registrar may not cause or allow jeopardy to fiscal integrity or public image. Accordingly he may not:

- 9.1 Change his own compensation and benefits.
- 9.2 Establish compensation and benefits for staff which:
 - 9.2.1 deviate materially from the Professional market for skills employed.
 - 9.2.2 create obligations for the College over a longer term or greater obligation than revenues can be safely projected for.
- 9.3 Provide less than the same basic level of benefit to all full time employees although differential benefits to encourage longevity on the job for key employees are not prohibited.
- 9.4 Fail to inform staff of the compensation and benefits provided to them by their employment with the College Of Denturists.

- 9.5 Fail to review with staff any possible changes to compensation and benefit on an annual or shorter time frame basis.

10. Policy Title: Operation of the Registrar

- 10.1 The Registrar shall not fail to keep the Register up to date and accurate and in accordance with the RHPA.
- 10.2 The Registrar shall not fail to ensure that new members meet current registration requirements.
- 10.3 The Registrar shall not fail to ensure that an in-depth audit of the Register is conducted by one or two members of Council.

11. Policy Title: Administration of Statutory Committees and Panels

11.1 Whereas Council retains direct authority for:

- 11.1.1 Proper constitution of Statutory Committees and Panels.
- 11.1.2 Approval of their annual work plan agendas and budgets.

11.2 And whereas Statutory Committees/Panels retain direct authority for:

- 11.2.1 Decisions on complaints/compliance issues as a direct responsibility of several committees.
- 11.2.2 Making policy proposal recommendations to Council re: regulations and standards, and their annual work plans and budgets.
- 11.2.3 Ensuring the proposal preparation process has been well grounded to ensure the decision making process of Council is efficient and effective in making or modifying specific policies.

11.3 The Registrar shall not fail to ensure the efficient 'administration'* of the Statutory Committees and Panels in accordance with the RHPA.

11.3.1 In particular the Registrar shall not fail to ensure that:

- (i) Every complaint concerning the Professional conduct of a registrant is dealt with expeditiously.
- (ii) A quality assurance program is supported by effective administration required communication takes place between the College/panel and all concerned parties.
- (iii) All documentation is maintained in a business like fashion and distributed in a timely manner.
- (iv) Any investigations required by regulation are undertaken in a fair and timely manner.
- (v) Any referrals to Statutory Committee/Tribunals etc. are forwarded expeditiously.

11.3.2 In exercising their administrative responsibility the Registrar shall not:

- (i) Interfere with the substantive meaning of any statements made by the committees/panels.
- (ii) Attempt to force any decisions upon a committee/panel.
- (iii) Fail to administer committee/panel meetings and maintain expenses within budgets and with the full knowledge of the Committee Chair.
- (iv) Fail to inform the Chair of a committee/panel of any significant aspects of their operation which in his opinion could bring Council into disrepute or jeopardize the fulfillment of Council's Broad Objectives and if necessary, ask full Council to review any such matter from a committee/panel.

*Administration is defined as:

The organization and coordination of meetings, Finances, documentation and other communications to enable the efficient and effective conduct of Council business.

12. Policy Title: Treatment of Registrants

The Registrar shall not fail to treat registrants in accordance with the RHPA and College regulations. Accordingly, the Registrar shall not:

- 12.1 Use methods of collecting, reviewing, transmitting or storing information that fail to protect against improper access to the information elicited.
- 12.2 Fail to provide a mechanism for the regular communication of College and Council business to registrants.
- 12.3 Fail to take reasonable steps to communicate individual rights under the RHPA and College regulations to current, potential and past registrants.
- 12.4 Fail to inform members about their Professional responsibilities and the consequences of non-compliance.
- 12.5 Allow conditions to exist that limit reasonable access to the College by people with special needs.

13. Policy Title: Services to Council

- 13.1 The Registrar shall not fail to supervise and administer the Election of Council candidates as set out by College Regulations.
- 13.2 The Registrar shall not fail to provide all administrative services to Council as may be required for the Governance process such as correspondence, keeping of records, distribution of notice meetings and other administrative details as may be required.
- 13.3 The Registrar shall not fail to notify Council members in advance of the expiration of their terms of office.

- 13.4 The Registrar shall not fail to communicate with the President of Council on a regular basis. The Registrar may not fail to obtain the approval of the President for the amount and purpose of the Registrar's business expenses which fall above the petty cash allowance.

14. Policy Title: Program Administration

The Registrar shall not fail to administer all programs that assure the quality of Professional practice as set out in Councils policies. Accordingly the Registrar shall not fail to:

- 14.1 Abide by all Council approved Standards, Regulations and Policies.
- 14.2 Plan and carry out programs to translate the policies into practice so that such programs are evidence of working toward Councils Broad Objectives.
- 14.3 Coordinate all Government and Regulatory programs through an effective administration of the College by abiding by Council Policies and taking full responsibility for the effectiveness of the management of the College.

15. Policy Title: Treatment of the Public

The Registrar shall not fail to treat the public in accordance with the provisions of the RHPA and other relevant legislation. Accordingly the Registrar shall not:

- 15.1 Allow conditions to exist that limit reasonable access to College business by people with special needs.
- 15.2 Fail to provide for a reasonable level of privacy for the public to conduct their business with the College Of Denturists.
- 15.3 Fail to provide appropriate support to the public through the complaints and discipline process.
- 15.4 Fail to ensure that the process to deal with complaints relating to sexual abuse is sensitive to the complainant's emotional needs.
- 15.5 Fail to ensure the College takes reasonable measures within its fiscal limits to inform the public about the services and Professional responsibilities of the Professional and the duties of the College and the public's rights under the RHPA.
- 15.6 Fail to develop, establish and maintain programs which enact the policies of the College so individuals can exercise their rights under the RHPA.

16. Policy Title: Role Differentiation

The role of members of Council and the role of the Registrar are significantly different yet complementary. The Registrar must be free to make those day to day decisions that are basic to being the management leader of the College without interference from Council members. This freedom is provided by having both Council and the Registrar follow this Governance Process.

It is the role of Council to make, modify and monitor policies that Council finds appropriate in carrying out the legislation of the RHPA. It is also the role of Council to carry out the regulatory work through panels and committees of Council. At the same time it is the role of the Registrar to provide leadership in doing specific programming to make sure Council's policy priorities are enacted effectively. For Governance of the Profession:

16.1 Council retains direct authority for:

16.1.1 Approval of standards/regulations which various Registrar initiated programs are to promote.

16.1.2 Advising the Registrar, through Council's annual agenda of Broad Objectives of what priority it wishes to place on overall program administration.

16.2 AND Statutory Committees retain direct authority for

16.2.1 Recommending to Council the standards and regulations which programs are to promote.

16.2.2 Working with the Registrar to define the specific scope and cost of programming before making recommendations to Council.

16.3 AND The Registrar retains direct authority for the day to day management of the College providing that its decision making falls within the parameters that have been detailed in the Governance Policy.

In order for roles to be fulfilled in an effective way it is necessary to do annual planning as well as quarterly meeting planning. This takes much coordination among the Registrar, the Executive and Committee Chairs but it is most effective when a three to five year strategic plan is being followed with annual business plans specified so an annual agenda is carried out each year.