



# Memo

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Date: August 28, 2019  
To: Members of Council  
From: Tom Potter  
Chair, Governance Committee  
Subject: **Report of the Governance Committee**

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## Committee Meetings Dates

Since our last report to Council, the committee met twice: on July 10 and August 20, 2019. The primary focus of these meetings was the referral motion from Council to study and report back on three of the recommendations approved by Council stemming from the Governance Review Report and the committee's recommendations as approved by Council.

## Summary of Discussions

On May 31, 2019, Council passed the following motion:

**That Council recommend that the Governance Committee review and study the Council approved Governance recommendations #2, #3 and #14 and report back at the September 2019 Council meeting on the following:**

- a future Council member selection process,
- a robust, transparent process for future committee membership, and
- process and tools for formal annual reviews of the effectiveness of Council, committees and chairs.

At the July 10<sup>th</sup> meeting, the committee received preliminary information related to the three topics, including an environmental scan of comparable models and tools of possible interest to the committee. The committee used this information to highlight areas to explore further and prepare for decision-making at its August meeting.

## Guiding Principles for Governance Committee Decision-Making

At the August 20<sup>th</sup> meeting, the committee considered the College's strategic priorities and began by identifying and confirming guiding principles for their upcoming decision-making through a facilitated activity.

The committee identified the following as a meta-principle, one that is above all others:

Respects the recommendations of independent third-party expert and the committee's view that is summarized in this problem statement: "The corporate governance process and outcomes of the College are not effective."  
(Report page 7)

The guiding principles included:

1. Achieves the goals of professional regulation including member involvement, protecting public interest, mitigating risk, reducing harm, etc.
2. Aligns with other governance committee recommendations.
3. Provides a sufficient pool of candidates with the desire and willingness to learn how to regulate the profession in accordance with the College's mandate and objects.
4. Provides objective decision making in the public interest.
5. Creates a Council that reflects diversity.
6. Encourages greater member engagement in College governance and the work of the College.
7. Provides a transparent, fair and accessible process for all Ontario Certified Teachers and members of the public to serve on the College's Council and its committees.
8. Inspires members and the public with a model that is legitimate and transparent.

Lastly, the committee reaffirmed its understanding of the two main schools of thought regarding governance models and upon which its recommendations to Council have been based. The following is summary of the models explained in the Governance Review Report:

- 1) **The Representative Approach:** this model is based on the precept that members of the profession are best suited to regulating their profession. Under this model, teachers and other members of the profession should make up at least the majority of Council and committees, at all levels of governance, to ensure the profession's expectations and context are appropriately expressed. In this model, the mandate and strategic priorities extend to, and may even focus primarily on, the protection and advancement of the profession itself. (Report, page 6)
- 2) **The Regulatory Approach:** this model is based on the precept that the protection of the public interest is paramount in the mandate of the organization, and to the extent that this is in tension with the members' or professions' interests, the public interest trumps

these every time. Under this model, Council and committees are composed of at least an equal number of individuals who are independent from the profession, some would say a majority. Council and committee membership is not determined by election from and by the membership, but based on competencies and attributes needed to best populate each. The competencies and attributes differ from the Council to committees, and from committee to committee, so there is no requirement committees be populated by Council members. (Report, page 6)

The report concludes the discussion of governance models by noting that the College currently follows a hybrid representative-regulatory governance approach, but clearly one that skews towards representative (Report, page 7). The recommendations of the report and the motions passed recently by Council are designed to move the College fully toward a regulatory approach to address the report findings related to regulatory and corporate governance (Report, page 7), and to address the perception that the purpose of the College is to protect and represent the teaching profession (Report, page 10).

## 1. Selection Process

The committee identified five models for Council member identification:

1. **election:** the process currently used for profession members
2. **selection/election:** through an application process, profession and public members with approved competencies and behaviours are reviewed and approved by Council and then 1) profession members put forward to the membership for an election process, 2) public members are recommended to the government for appointment
3. **selection:** an application process where profession and public members with approved competencies (and/or ability and commitment to acquire them) and behaviours are reviewed and approved by Council, with public members recommended to the government for appointment
4. **sortition:** randomly selected members of the College and public are invited to apply for Council positions and are chosen exclusively from this cadre.
5. **sortition/selection:** randomly selected members of the College and public are invited to apply for Council positions, applications received are evaluated against approved competencies and behaviours and appointed by Council, with public members recommended to the government for appointment.

The committee received a preliminary report on the qualitative findings of the focus group activity conducted over the summer with members of the profession and the public. Some 240 participants were engaged in 20 sessions in six centers across Ontario. Information on both a selection and election model were presented to focus group participants. In total, 71 percent preferred the use of a selection process to determine Council and committee membership. Even among participants who preferred an election process, further questioning revealed a preference for applying and being interviewed for a Council or committee role rather than having to compete in an election.

The Governance Committee used a facilitated activity to identify the selection process from the five proposed models with the most support among committee members. Through extensive deliberations and confirmation to the guiding principles identified by the committee at the outset, the committee confirmed a selection process as its recommendation to Council.

The selection process would work as follows:

- An invitation to apply would be published in *Professionally Speaking/Pour parler profession* and posted on the College website for all eligible members of the profession and interested members of the public.
- To support the process, an invitation to apply could also be sent directly to a randomly generated group of eligible College members based on approved criteria (for example, 5,000 members with a postal code in each of the six current regions). The committee felt that an option to include an element of sortition would be effective as part of the process.
- Applications would be received up to a specific deadline. The invitation would outline the format for application (cover letter, resume, essay, references, etc.) as well as the competency profile (including competencies and behaviours as approved by Council) being sought.
- Applications would be reviewed by the Governance and Nominating Committee (GNC) against the competency profile and a short-list developed for interviews.
- Interviews would be held by the GNC and candidates assessed according to an approved rubric.
- Short-listed candidates for positions identified by the GNC would be recommended to Council for appointment (members of the profession) or recommendation to the government (public members).

In confirming this selection process, the committee assessed it against their confirmed guiding principles:

1. Achieves the goals of professional regulation including member involvement, protecting public interest, mitigating risk, reducing harm, etc.

Yes, selection achieves the goals of professional regulation – it involves members (anyone who is interested can apply for a Council or committee vacancy), the public interest is protected by mitigating risk by focusing on competencies appropriate to the mandate of Council or committees. Members of the profession serve on Council and participate in the process of selecting Council and committee members.

2. Aligns with other governance committee recommendations.

Yes, the Governance Committee recommendations, as approved by Council, are focused on a regulatory governance model that embraces selection based on competencies.

3. Provides a sufficient pool of candidates with the desire and willingness to learn how to regulate the profession in accordance with the College's mandate and objects.

Yes, selection, with a supporting optional sortition element, provides a larger pool of potential applicants and candidates for Council and the committees. Selection provides for a clear and transparent assessment and review process (i.e., what competencies applicants are assessed against), and taps into applicants with an interest and willingness to learn. Data shows that individuals are more likely to be involved on Council if they can apply and be appointed to office rather than having to stand for election. A voter turnout of less than 3.5 percent and many seats with acclaimed or no candidates demonstrates that the current process is not working.

4. Provides objective decision making in the public interest.

Yes, selection will provide for more objective decision-making as individuals will be selected based on competencies rather than personal popularity and the support of a small base of voters who may have been motivated to vote by third party endorsement.

5. Creates a Council that reflects diversity.

Yes, a selection process allows for diversity considerations in the review of applications and assessment of candidates. Diversity in this context is meant to reflect the diversity of Ontario's population.

6. Encourages greater member engagement in College governance and the work of the College.

Yes, a selection process allows anyone to participate through an open application process.

7. Provides a transparent, fair and accessible process for all Ontario Certified Teachers and members of the public to serve on the College's Council and its committees.

Yes, all members will receive information on the availability of positions and the application process. Individuals will be short listed and interviewed by members of the profession and public, and recommended to Council by a committee familiar with the needs of the College.

8. Inspires members and the public with a model that is legitimate and transparent.

Yes, both College members and the general public would have access to the same open and transparent application process and not be appointed by the province or elected by members of the profession based on either third party endorsement or their history with an association or organization.

Any such process approved by Council would only take effect once the authority to establish a selection process for Council members is reflected in the College's Act and any consequential regulatory amendments are made (pursuant to governance recommendation 2).

**That the Governance Committee recommend:**

**That Council approve a selection process that involves:**

- an invitation to apply open to all members and the public through Professionally Speaking/Pour parler profession and through paid advertising
- a review of all applications received by the Governance and Nominating Committee (GNC) against a Council-approved competency profile
- interviews by the GNC of short-listed candidates
- a recommendation by the GNC of profession and public candidates
- the appointment of profession candidates by Council
- the recommendation of public candidates to the government by Council for appointment.

## **2. Use of Competencies**

At its meetings on July 10 and August 20, the committee reviewed a variety of documents related to the development of a competency profile for Council and/or committee members.

Included in this documentation was an environmental scan of competencies, skills and behaviours used by other organizations in selecting their Council or board members.

There are two stages to the development of a competency-based process:

- a profile of competencies and behaviours, and
- a matrix to evaluate at a global level, the competencies and behaviours available or required on Council.

A competency profile describes the competencies and behaviours needed on Council, based on what current Council members believe are important skills, attitudes and knowledge areas and what the organization requires to meet future needs. In terms of suggested definitions, a competency is the ability to apply skills and knowledge effectively. A behaviour is the way in which one acts or conducts oneself, especially towards others. A competency profile can be developed either using the organization's own resources or with the help of a consultant.

A matrix is a grid that identifies the desired or actual combination of competencies and behaviours of all Council or committee members. During the development phase, the proportion of members on Council/committee with a specific competency or behavior can be identified on the matrix, for example, 50 percent of Council members should demonstrate current professional teaching experience.

The matrix, including the identified proportions for each competency or behavior, is an important tool during the review of applications in both the transition phase (applicable to all Council positions) and once the new governance model is in place, during subsequent application processes to fill vacant positions.

By way of example, the following pyramid illustrates that identified behaviours may be required of all Council or committee members, while specific skills or expertise are required of a fewer number of members. This recognizes the ability of members to learn and acquire knowledge through experience and time in a position. Lastly, specific technical or strategic competencies may be required of fewer members still. This type of information might be financial related, for example, such that a few members with significant financial expertise may be required for the Audit and Finance Committee while other Council and committee members will acquire these skills through training and experience.



The Governance Committee is seeking Council confirmation of this process – that of developing a competency profile and associated matrix. Sample competencies and behaviours, along with a matrix template can be found in Attachment 1. This is a work in progress and will be further refined in the coming months if Council approves the process intent.

**That the Governance Committee recommend:**

**That Council approve the further development of a robust, transparent process that involves the use of competencies in selecting members of Council and/or committees based on:**

- a competency profile, and
- overall matrix.

### **3. Tools for Annual Reviews**

At the August 20<sup>th</sup> meeting, the committee reviewed information on an environmental scan of evaluation models and processes. These tools were discussed by the committee in



combination with the existing tools used by Council including the post-meeting debriefing session and the online survey instrument.

The scan highlighted three types of evaluations for committee consideration:

1. peer evaluation – individuals reflect on the role of particulate colleagues on Council and/or Council as a whole decision-making body, identifying areas of strength and improvement. Anonymity is typically encouraged with peer evaluation.
2. self evaluation – similar to the tools currently used by Council, in this type of evaluation, individuals reflect on their own role, responsibilities, personal attributes and contributions to Council.
3. hybrid evaluation – as the name suggests, this type of model incorporates both peer and self-evaluation tools.

The committee discussed the various tools for each of the models identified and suggested alternatives for consideration such as focus groups of Council members.

As a report back to Council, the committee will continue to assess options for evaluations at upcoming committee meetings, as well as consider any enhancements to the existing tools now in use.

#### **4. Election 2021**

On July 10, the committee reviewed information related to the 2021 election. In the absence of clear timelines for legislative changes by the government related to a transition to a new governance model, the committee upheld its mandate to prepare for the next election in 2021. Council's existing election regulation requires that the College initiate an election and nomination call in September of 2020 based on the current Council composition. In order to administer the 2021 election, the College must be prepared to meet the August 1, 2020 magazine print deadline.

The committee reviewed and approved a calendar for the 2021 election. As approved, the nomination period will open mid-August 2020 and close at the end of November. The voting period will open March 8 and run through to April 12, 2021. The committee is recommending that Council approve the election date of April 12, 2021.

Given that the election call and start of the nomination period could occur in 2020, there are implications on both the 2020 and 2021 budget cycles. The budget as approved by the Governance Committee has been shared with the Finance Committee.

**That the 2021 Council election budget of \$391,500 be approved.**

The committee then turned to potential training opportunities for incoming Council members related to their new governance roles. This was a recommendation from the external governance review as adopted by Council – recommendation #13: That Council adopt a mandatory governance education program for Council, senior staff and committee members.

The committee agreed that a mandatory training program should be required for confirmed candidates ahead of taking on their role on Council or committees. The committee felt it should be applicable to both profession and appointed members and are recommending it be added into regulation (O.Reg. 293/00 for profession members, and O.Reg. 345/96 for appointed members).

## **5. Private School Vacancy**

Lastly, the committee reviewed and approved the invitation to apply for the private school position on Council. This was included in the September 2019 issue of *Professionally Speaking/Pour parler profession* and shared via social media channels. The application deadline is September 30. The committee will review applications and interview short-listed candidates, bringing a recommendation to Council in December.

## **Motions Referred to Council**

### **1. That the Governance Committee recommend:**

**That Council approve a selection process that involves:**

- **an invitation to apply open to all members and the public through Professionally Speaking/Pour parler profession**
- **a review of all applications received by the Governance and Nominating Committee (GNC) against a Council-approved competency profile**
- **interviews by the GNC of short-listed candidates**
- **review and recommendation by the GNC of recommended profession and public candidates**
- **appointment of profession candidates by Council**
- **recommendation of public candidates to the government by Council for appointment.**

**2. That the Governance Committee recommend:**

**That Council approve the further development of a robust, transparent process that involves the use of competencies in selecting members of Council and/or committees based on:**

- a competency profile, and
- overall matrix.

**3. That the Governance Committee recommend:**

**That Council approve that the 2021 Council election be held on April 12, 2021.**

**4. That the Governance Committee recommend:**

**That Council request that Ontario Regulation 293/00 include as a condition of taking office, the successful completion within the first three months following the Council election, of a governance training program to be identified by the Governance Committee.**

**And**

**That Council request that Ontario Regulation 345/96 include as a condition of taking office, the successful completion within the first three months following a person's appointment to Council, of a governance training program to be identified by the Governance Committee.**

### **Committee Mandate/Duties**

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

### **Future Meeting Date(s)**

The next meeting has been scheduled for October 16, 2019.

## **Committee Members**

Irene Dembek, OCT

Tim Gernstein, OCT

John Hamilton, OCT

Sara Nouini, OCT

Tom Potter (Chair)

Jonathan Rose (Vice-Chair)

VACANCY (a)

A handwritten signature in black ink that reads "Tom A. Potter". The signature is written in a cursive style and is positioned above a horizontal line.

Tom Potter

## Appendix 1

### 6.05 Governance Committee:

- (a) The Council shall appoint seven (7) members of Council to the Governance Committee.
- (b) One (1) member of the committee shall be the Vice-Chair of the Council and there shall be an additional six (6) members of Council.
- © Three (3) of the members of the Governance Committee shall be persons who were appointed to the Council under paragraph 4(2)(b) of the Act.
- (d) Four (4) of the members of the Governance Committee shall be persons who were elected to the Council under paragraph 4(2)(a) of the Act.
- (e) The Governance Committee shall:
  - (i) ensure that the election of the Council by members of the College is being carried out in accordance with prescribed regulations and bylaws including establishing a calendar for:
    - A) the mailing of nomination papers
    - B) receipt of nomination papers and consent to stand for election
    - C) receipt of biographical summary
    - D) printing of voting instructions, biographical summaries, and regional ballots
    - E) mailing of ballots
    - F) election period
    - G) tabulation period
    - H) report to the Council on the process of the election and present the official results
    - I) review election regulations, bylaws, boundaries and population distributions to ensure on going relevancy and make recommendations to Council with respect to any changes
  - (ii) At the inaugural meeting of a new Council:
    - A) provide a list of all nominations received for the office of the Chair and Vice-Chair of Council.
    - B) make recommendations to Council regarding the membership of each committee established in the Act, regulations, or these bylaws.
    - C) make recommendations to Council regarding the chairs of each committee established in the Act, regulations, or these bylaws.
    - D) if necessary, make recommendations to Council for a candidate to fill a vacant elected Council position for which no nominations were received during the election process.
    - E) ensure that a process is in place to receive any further nominations from the floor.
  - (iii) facilitate Council transition including Council member orientations.
  - (iv) make recommendations to Council regarding committee structures in terms of size and composition in order to ensure that Council is meeting its obligations under the Act.

- (v) make recommendations to Council regarding the selection of an applicant to fill an acclaimed Council member vacancy.
- (vi) develop Council recruitment strategies and procedures for both elected and appointed members.
- (vii) establish a protocol to facilitate the time for appointment of members to Council when vacancies arise.
- (viii) develop succession planning for Council members and for the office of the Chair.
- (ix) develop risk assessment strategies to ensure Council fulfils its legal, ethical and functional responsibilities through adequate governance policy development, Council development strategies, training programs, monitoring of Council activities, and the establishment of assessment tools for the evaluation of Council committees, committee chairs and individual Council members' performance.
- (x) complete governance audits and report publically on overall Council effectiveness.
- (xi) provide guidance on issues of governance to Council and committee Chairs.
- (xii) develop and recommend to Council adequate oversight policy to ensure that Council fulfils its fiduciary responsibilities.
- (xiii) assist in ensuring that the College and Council function in accordance with the relevant legislation and regulations and the bylaws of the College.
- (xiv) assist Council in establishing/revising mission, vision, values, goals, objectives and policies as may be required.
- (xv) recommend to Council and annually implement a Council development plan to include: Council evaluation, Council education and professional development
- (xvi) recommend and annually implement an evaluation of the Chair of Council.

## Sample Competencies and Behaviours

These examples are for illustrative purposes only. They are a work in progress and designed to provide Council with greater detail of the process being proposed.

Once the process is approved by Council, the committee will focus on refining the competencies and/or descriptions.

### Behaviours

#### Applies to ALL Council and Committee members

Behavioural and Character (who are you?)		
	Competency	Description
1.	Commitment to College mission and mandate (Required)	Familiarity and understanding of the College's role, mission, vision and values. Demonstrated willingness to learn and apply learning to the best interests of the public
2.	Public interest (Required)	Experience and understanding protecting and acting in the public interest
3.	Critical thinking (Required)	Uses professional judgment to assess an issue, consider evidence and opinions and make decisions independently, able to apply their knowledge in the context of Council level decision-making
4.	Communication (Required)	Able to communicate clearly, concisely and accurately orally and in writing, listens to understand, able to present a controversial position in the face of opposing views
5.	Team building (Required)	Able to encourage divergent thinking and to build consensus, to stand behind the collective decisions of Council in unity
6.	Etc.	
7.	Etc.	
8.	Etc.	

Behavioural and Character (who are you?)		
	Competency	Description
9.		
10.		

## Competencies

### Council

(including Audit & Finance, Human Resources and Governance & Nominating committee members)

Skills, Knowledge and Expertise (where have you been, what do you know?)		
	Competency	Description
1.	Professional teaching experience (Required)	Experience in and understanding of teaching practice and professional conduct especially related to public concerns, standards of practice and student safety
2.	Regulatory experience (Optional)	Experience in the oversight of self-regulated professions, ability to understand and oversee regulations and standards setting. Should have awareness/knowledge of the regulatory climate and evolving regulatory issues
3.	Broad education sector leadership (Optional)	Experience in a senior leadership position in an education sector administrative setting
4.	Financial/accounting expertise (Optional)	Accounting credentials and/or experience auditing, analyzing or evaluating financial statements
5.	Board and governance expertise (Optional)	Strong familiarity and understanding of governance roles and responsibilities, issues and trends gained through prior board or committee experience and/or governance education



Skills, Knowledge and Expertise (where have you been, what do you know?)		
	Competency	Description
6.	Strategic planning (Optional)	Ability to identify and critically assess strategic opportunities and threats to the organization
7.	Cross-cultural experience (Required)	Experience working on diverse teams, marginalized or vulnerable groups e.g. working cross-culturally, internationally, experience with social, humanitarian, anti-oppression, LGBTQ positive principles
8.	Etc.	
9.	Etc.	
10.	Etc.	

### Specific to Statutory Committees (IC, DC, FTPC, RAC)

Skills, Knowledge and Expertise (where have you been, what do you know?)		
	Competency	Description
11.	Adjudication experience (Required)	Experience in fairly and objectively making decisions about individuals based on a statutory mandate (e.g. deliberating on matters impacting individuals)
12.	Legislative environment familiarity (Optional)	Experience in applying legislation which supports statutory decision-making authority
	Etc.	
	Etc.	

**Specific to Regulatory & Standing Committees (Accred, Accred Appeal, SPE)**

Skills, Knowledge and Expertise (where have you been, what do you know?)		
	Competency	Description
13.	Accreditation experience (Optional)	Experience in fairly and objectively making decisions about programs of teacher education based on a regulatory mandate (e.g. deliberating on matters relevant to program accreditation)
14.	Standard setting experience (Optional)	Experience in fairly and objectively making decisions about standards of practice and ethical standards relevant to the teaching profession
	Etc.	
	Etc.	

## Sample Matrix

This example is for process discussion purposes only.

<b>A. Skills, Knowledge and Expertise (where have you been? what do you know?)</b>		Applicant #1	Applicant #2	Applicant #3	Applicant #4	Applicant #5
	<i>% of total members with this competency</i>					
<b>Bilingual</b>						
<b>Council (+ Finance, HR, GNC committees)</b>						
Professional teaching experience	%					
Regulatory experience	%					
Broad education sector leadership	%					
Government relations	%					
Financial/accounting expertise	%					
Human resources leadership	%					
Board and governance expertise	%					
Risk management and controls experience	%					
Strategic planning	%					
Cross-cultural experience	%					
<b>Statutory Committees (IC, DC, FTPC, RAC)</b>						
Professional teaching experience	%					
Regulatory experience	%					
Broad education sector leadership	%					
Adjudication experience	%					
Legislative environment familiarity	%					

<b>Regulatory &amp; Standing Committees (Accreditation, Accreditation Appeal, SPE)</b>						
Professional teaching experience	%					
Regulatory experience	%					
Broad education sector leadership	%					
Legislative environment familiarity	%					
Accreditation experience	%					
Standard setting experience	%					
<b><i>B. Behavioural and Character (who are you?)</i></b>		Applicant #1	Applicant #2	Applicant #3	Applicant #4	Applicant #5
	<b><i>% of total members with this competency</i></b>					
<b>Council and Committees - all</b>						
Commitment to College mission and mandate	%					
Public Interest	%					
Critical thinking	%					
Communication	%					
Team building	%					
Conflict resolution	%					
Independent	%					
Positive impact and influence	%					
Decision-maker	%					
Leadership	%					