



## COUNCIL MEETING AGENDA

June 16, 2022 (9:00am-4:30pm)

### Join Zoom Meeting

<https://collegeofdietitians-org.zoom.us/j/88051270345?pwd=aHorc2ZIZnJkQ0N3TEhROFVZOFgzUT09>

Meeting ID: 880 5127 0345

Passcode: 572813

Dial +1 647 558 0588 Canada

ITEM & DISCUSSION	DECISION NEEDED	TIME	OWNER	ATTACHMENT
1.0 Call To Order and Land Acknowledgement		9:00 – 9:05 (5 mins)	KL	
2.0 Approval of Agenda	Approval / Motion	9:05 – 9:10 (5 mins)	KL	2.1 DRAFT Council Meeting Agenda – June 16, 2022
3.0 Declaration of Conflict of Interest			KL	
4.0 Declaration of Bias				
<b>INFORMATION ITEMS (Consent Agenda)</b>				
5.0 Council Meeting Minutes: March 24 & 25, 2022	Approval / Motion	9:10 –9:15 (5 mins)	KL	5.1 DRAFT Council Meeting Minutes March 24, 2022
6.0 Executive Committee Report				5.2 DRAFT Council Meeting Minutes March 25, 2022
7.0 Confirmation of Audit Committee Chair				6.1 Executive Committee Report - May 2022
				7.1 Briefing Note – Confirmation of Audit Committee Chair

<b>ELECTION</b>				
<b>8.0 Election of Executive Committee Members</b> <ul style="list-style-type: none"> <li>• Election of President</li> <li>• Election of Vice-President</li> <li>• Election of Third Member of the Executive Committee</li> <li>• Election of Fourth Member of the Executive Committee</li> </ul>	Nominations / Elections	9:15- 9:45 (30 Mins)	MW	<a href="#">8.1 Briefing Note - Executive Committee Election Process</a> <a href="#">8.2 Candidate Statement– D. Tsang</a> <a href="#">8.3 Candidate Statement– K. LaBrecque</a>
<b>TRAINING</b>				
<b>9.0 Governance Workshop with Don McCreesh</b>	Information / Training	9:45 – 12:15 (2 hours, 30 mins including a 20 minute break)	Guest	
<b>LUNCH (12:15- 1:00)</b>				
<b>10.0 Governance Modernization with Recommendations</b>	Approval / Motion	1:00 – 2:00 (1 hour)	Ann Watt/ MW	<a href="#">10.1 Briefing Note - Governance Modernization Project</a> <a href="#">10.2 Governance Review Workshop and Report</a> <a href="#">10.3 Governance Recommendations Report</a>
<b>11.0 Adjournment</b>		2:00		

<b>COUNCIL TRAINING</b>				
<b>Discipline Hearing Training will follow after the adjournment of the meeting.</b>	Information/ Training	2:00 - 4:30 (2 hours, 30mins including 15 mins break)	MW	

[0.0 Reference - Land Acknowledgement](#)

[0.0 Council Action List as of March Council 2022](#)

[0.0 Reference - 2020-2024 Strategic Plan - One Pager](#)



**COUNCIL MEETING MINUTES**  
**March 24, 2022 (9:00a.m. – 3:10p.m.)**  
Videoconference

**Present**

Kerri LaBrecque RD-Chair  
Anahita Djalilvand RD  
Ann Watt RD  
Denis Tsang RD  
Donna Hennyey RD  
Douglas Ellis  
Lesia Kicak RD  
Israel Ogbechie  
John Regan  
Julie Slack RD (left mgt. 11:21am)  
Karine Dupuis Pominville RD  
Santhikumar Chandrasekharan  
Sharanjit Padda

**Guests**

Joanie Bouchard- College of Dietitians British Columbia  
Jim O’Reilly- Lennard Commercial Real Estate  
Will Dempsey- Lennard Commercial Real Estate

**Staff**

Melanie Woodbeck - Registrar & Executive Director  
Sarah Ahmed- Director of Finance and Corporate Services  
Sandra Brazel-Manager, Governance & Operations  
Diane Candiotto- Practice Advisor & Policy Analyst  
Jada Pierre-Executive & General Office Administrative Assistant

**Regrets**

Ray D’Sa

ITEM & DISCUSSION	ACTION
<p><b>1.0 Call to Order</b> K. LaBrecque opened the meeting with a Land Acknowledgement and Council provided feedback that the acknowledgement was a positive addition to Council’s agenda.  K. LaBrecque also welcomed new Public Member – S. Padda.</p>	<p>The meeting was called to order at 9:05 a.m. by K. LaBrecque President and Chair.</p>
<p><b>2.0 Approval of Agenda</b> Items 7.0 and 11.0 were switched on the agenda, and the time was adjusted accordingly.</p>	<p>MOTION to approve the agenda as amended.  <b>Moved by: D. Tsang</b> <b>Seconded by: J. Regan</b> <b>Carried</b></p>

ITEM & DISCUSSION	ACTION
<p><b>3.0 Declaration of Conflict of Interest</b></p> <p>No conflict of interest was declared.</p>	
<p><b>4.0 Declaration of Bias</b></p> <p>J.Slack declared a bias regarding item 11.0 but did not believe that it constituted a conflict of interest. The Council agreed that the declaration did not amount to a conflict of interest.</p>	
<p><b>Information Items (Consent Agenda)</b></p> <p><b>5.0 Council Meeting Minutes:</b> December 9, 2021</p> <p><b>6.0 Executive Committee Report</b></p>	<p>MOTION to approve the Consent Agenda.</p> <p><b>Moved by: J. Regan</b> <b>Seconded by: D. Tsang</b></p> <p><b>Carried</b></p>
<p><b>7.0 Management Report (Including COVID-19 Update)</b></p> <p>M. Woodbeck presented the Management Report to Council and highlighted key information, including: the budget's alignment with the strategic plan, staffing updates, public awareness survey metrics, CDO's equity and anti-racism survey, and various activities related to governance modernization including the CDO's response to the Ministry of Health's governance modernization and oversight.</p>	
<p><b>8.0 Strategic Plan Monitoring Report</b></p> <p>M. Woodbeck presented the 2022-23 Strategic Plan Monitoring Report, reviewing the format and content with Council. As part of this, M. Woodbeck reviewed the activities tied to each goal of the 2020-2024 Strategic Plan. Council discussed the Key Performance Indicators (KPIs) in relation to these activities. There was also a discussion on the Accomplishments from the 2021-22 work plans. The Strategic Plan Monitoring Report will be reviewed by Council biannually.</p>	

ITEM & DISCUSSION	ACTION
<p><b>9.0 Draft Budget for Fiscal 2022-23 and Budget Training</b> S. Ahmed presented the Draft Budget for Fiscal 2022-23 to Council. Council reviewed the budget and discussed the yearly membership fee. Council also agreed that the Reserve Fund Policy will be reviewed at the June Council meeting.</p>	<p>MOTION that Council approve the draft budget for the 2022-23 fiscal year as presented, with no fee increase in membership fees.</p> <p><b>Moved by: K. LaBrecque</b> <b>Seconded by: D. Ellis</b></p> <p><b>Carried</b></p>
<p><b>10.0 Insulin Position Statement</b> D. Candiotta presented the Insulin Position Statement to Council. Following a fulsome discussion, Council provided feedback on the statement and asked for a minor edit to Figure 1 in order to make it clear when a dietitian should practice under a delegation. Council also agreed with the next step to publish the statement and guidelines on the College website and communicate this information to stakeholders.</p>	<p>MOTION that Council approve the final Position Statement and Practice Guidelines as amended</p> <p><b>Moved by: K. LaBrecque</b> <b>Seconded by: D. Ellis</b></p> <p><b>Carried</b></p>
<p><b>11.0 Determining Practice Hours</b> M. Woodbeck brought forward the policy surrounding the current practice hours for Registered Dietitians and the definition of practising dietetics. Council discussed the policy details, including how the redeployment of Dietitians during the pandemic may have affected practice hours. The Council agreed that the policy should be circulated for feedback prior to final review and approval at a subsequent meeting.</p>	<p>MOTION that Council approve Draft Policy on Determining Currency Hours in Dietetic Practice for Registered Dietitians, with the Definition of Practising Dietetics as proposed, for consultation.</p> <p><b>Moved by: K. LaBrecque</b> <b>Seconded by: S. Padda</b> <b>Carried</b></p>
<p><b>12.0 Committee Appointments</b> M. Woodbeck provided an update on the committee composition approved by the Executive Committee in the interests of time and in accordance with by-law 8.7. The Council confirmed S. Padda, the new publicly appointed member's appointment to the Registration and ICR Committees.</p> <p>The Council also confirmed the Executive's appointment of the Governance Committee slate with the following members: S. Chandrasekharan, L. Kicak, J. Regan, C. Tsai, and A. Watt (Chair)). The appointment of the Governance Committee was assigned to the Executive Committee by Council at its December 9 meeting.</p>	<p>MOTION That Council confirm the Governance Committee slate and the appointment of public member S. Padda to the Registration and ICRC Committees.</p> <p><b>Moved by: J. Regan</b> <b>Seconded by: A. Watt</b></p> <p><b>Carried</b></p>

ITEM & DISCUSSION	ACTION
<p><b>13.0 Office Space Discussion</b>  As part of an environmental scan of future workspace options, J. O'Reilly and W. Dempsey from Lennard Commercial Real Estate provided Council with an overview of the Toronto commercial office leasing market. J. Bouchard from the College of Dietitians British Columbia (CDBC) also presented the CDBC's working experience in an office space shared by other regulatory colleges.</p>	
<p><b>14.0 Reminders/Standing Items:</b>  Council was reminded to complete today's meeting</p>	
<p><b>Adjournment</b></p>	<p>Motion to adjourn at 3:24p.m. was moved by K. LaBrecque.</p> <p><b>Carried</b></p>

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K. LaBrecque RD, President

\_\_\_\_\_  
Jada Pierre, Recorder

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date

College of  
Dietitians  
of Ontario



The College of Dietitians of Ontario exists to regulate and support all RDs in the interest of the public of Ontario  
We are dedicated to the ongoing enhancement of safe, ethical and competent nutrition services provided by Registered Dietitians in their changing practice environments

**COUNCIL MEETING MINUTES**  
**March 25, 2022 (9:00a.m. – 2:10p.m.)**  
Videoconference

**Present**

Kerri LaBrecque RD-Chair  
Anahita Djalilvand RD  
Ann Watt RD  
Denis Tsang RD  
Donna Hennyey RD  
Lesia Kicak RD  
Israel Ogbechie  
John Regan  
Julie Slack RD  
Karine Dupuis Pominville RD  
Santhikumar Chandrasekharan  
Sharanjit Padda

**Regrets**

Douglas Ellis  
Ray D'Sa

**Staff**

Melanie Woodbeck - Registrar & Executive Director  
Colin Ellis - Director of Communications  
Sandra Brazel - Manager, Governance & Operations  
Jada Pierre - Executive & General Office  
Administrative Assistant

ITEM & DISCUSSION	ACTION
<p><b>1.0 Call to Order</b></p>	<p>The meeting was called to order at 9:05 a.m. by K. LaBrecque President and Chair.</p>
<p><b>2.0 Council Meeting Survey Results: December 9, 2021</b> Council discussed the results of the December 9, 2021, Council meeting evaluations and noted that the council had completed refresher training in meeting facilitation and management in response to the self-evaluation results.</p>	
<p><b>3.0 Council Meeting Survey Results: March 24, 2022</b> Council discussed the results of the March 24, 2022, Council noted that all members must complete the meeting evaluations.</p>	
<p><b>4.0 Council Training Debrief</b> Council discussed the meeting facilitation training session completed on March 8. Council also provided feedback on the sessions by completing a survey, and the results were posted on Box for Council to review. Council reported that the facilitative training was valuable and wished to add it to the Annual Council Training schedule.</p>	

ITEM & DISCUSSION	ACTION
<p><b>5.0 Review of the College Performance Measurement Framework Report</b></p> <p>M. Woodbeck presented the College Performance Measurement Framework Report (CPMF) to Council, including how CDO will manage the improvement commitments in this report. Council commended the staff on the effort in completing the report. The College will post the 2021 CPMF report on the College website on March 31, 2022 and notify the Ministry after posting.</p>	
<p><b>6.0 Risk Management Policy and Monitoring Report</b></p> <p>Council discussed the draft Risk Management Policy Statement and reviewed the first quarterly Risk Monitoring Report. M. Woodbeck discussed how the monitoring report highlights major risks to CDO and the mitigating responses. The Council discussed risks to the College around accreditation. Given the ongoing contract negotiations related to the matter, the Council agreed that further discussion would continue in-camera.</p>	<p>MOTION to approve the Risk Management Policy Statement.</p> <p><b>Moved by: K. LaBrecque</b> <b>Seconded by: D. Tsang</b></p> <p><b>Carried</b></p>
<p><b>7.0 CDO Public Awareness Survey</b></p> <p>C. Ellis presented the results of the CDO Public Awareness Survey conducted by Angus Reid. C. Ellis reported how the results related to the College's previous efforts and digital marketing and public awareness campaign. The College plans to repeat this survey in 3 years.</p>	
<p><b>8.0 EDI Update</b></p> <p>M. Woodbeck provided an update on the progress of EDI thus far and the next steps the College will take moving forward. Council was informed that the EDI-B task force will continue as a staff committee under the leadership of the College's new EDI lead.</p>	
<p><b>9.0 Governance Committee Update</b></p> <p>M. Woodbeck presented the proposed amendment to the Governance Committee Terms of Reference to include Equity, Diversity, and Inclusion (EDI) responsibilities related to supporting the College's EDI strategy.</p>	<p>MOTION to approve the amended Governance Committee Terms of Reference to include responsibilities related to EDI.</p> <p><b>Moved by: K. LaBrecque</b> <b>Seconded by: S. Chandrasekharan</b></p> <p><b>Carried</b></p>



ITEM & DISCUSSION	ACTION
<p><b>10.0 Reminders/Standing Items:</b> Council was reminded to complete their meeting evaluation through the survey link and that annual evaluations would be sent to them by email in April.</p>	
<p><b>11.0 In Camera to discuss HR and Financial and other matters</b> <i>In-camera session pursuant to s. 7(2)(b) and 7(2)(d) of the Health Professions Procedural Code, being Schedule 2 to the Regulated Health Professions Act, 1991</i></p>	<p>Motion THAT Council moves in camera at 1:03 pm.  <b>Moved by: K. LaBrecque RD</b> <b>Seconded by: J. Regan</b>  <b>Carried</b></p>
<p><b>12.0 Adjourn In Camera</b></p>	<p>Motion THAT Council moves out of in camera at 2:22 pm.  <b>Moved by: K. LaBrecque</b> <b>Seconded by: D. Hennyey</b>  <b>Carried</b></p>
<p><b>Adjournment</b></p>	<p>Motion to adjourn at 2:22p.m. was moved by K. LaBrecque  <b>Carried</b></p>

\_\_\_\_\_  
K. LaBrecque RD, President

\_\_\_\_\_  
Jada Pierre, Recorder

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date



## EXECUTIVE COMMITTEE REPORT

### May 2022

**Committee Members:** Kerri LaBrecque RD (Chair), Denis Tsang RD, Lesia Kicak RD, Israel Ogbechie

**Supporting Staff:** Melanie Woodbeck (Registrar & ED), Jada Pierre, Sandra Brazel

Executive Committee met on the following date(s)	Rationale for the Meeting
May 11, 2022	Planning for June Council Meeting

SUMMARY OF DISCUSSIONS AND DECISIONS	WILL DECISION BE RATIFIED BY COUNCIL
Approved and made amendments to the Council agenda for the June Council meeting with a recommendation to council for approval.	Yes
Reviewed the draft Council Workplan and Training Calendar with a recommendation to Council for approval.	Yes
Reviewed the draft Council Meeting Dates 2022-2023 with a recommendation to Council for approval.	Yes
Reviewed the results of the Council and Committee Annual surveys and the Equity, Diversity, Inclusion and Belonging Needs assessment.	No decision made, but topic will be brought forward to the June Council meeting
Reviewed and made amendments to the draft Committee Composition Chart with a recommendation to Council for approval.	Yes
Reviewed draft reappointments and selected new appointments with a recommendation to council for approval. Selected candidates with different areas of expertise to bring a versatile perspective to the committee composition.	Yes

Respectfully Submitted,  
Kerri LaBrecque, RD  
President



## Council Briefing Note

<b>Topic:</b>	Confirmation of Chair of the Audit Committee
<b>Purpose:</b>	Decision Required
<b>Strategic Plan Relevance:</b>	Governance Modernization and Enhancing Public Trust
<b>From:</b>	Melanie Woodbeck, Registrar & Executive Director

### ISSUE

Council is being asked to confirm the Executive Committee's appointment of Lesia Kicak as Chair to the Audit Committee.

### PUBLIC INTEREST RATIONALE

When Committees are fully constituted and have a chair to preside over their meetings, they can effectively conduct committee meetings and carry out the College's public protection mandate.

### BACKGROUND

According to By-law 1, article 8.7, the Executive Committee may appoint a person chair of a committee. A member of a committee appointed by the Executive Committee is subject to confirmation by Council at its next meeting.

Given Donna Hennyey's request to step down as Chair of the Audit Committee, the Executive Committee made a unanimous resolution via email on April 14, 2022 to appoint Lesia Kicak as Chair.

### RECOMMENDATION

To confirm the Executive Committee's appointment of Lesia Kicak as Chair of the Audit Committee.



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## Council Briefing Note

<b>Topic:</b>	Executive Committee Election Process
<b>Purpose:</b>	For Information
<b>From:</b>	Melanie Woodbeck, Registrar & Executive Director

### ISSUE

The Executive Committee elections will take place on Thursday, June 16, 2022. Council members will elect the President, Vice-President, third member, and fourth member, who comprise the Executive Committee.

### PUBLIC INTEREST RATIONALE

Having a clear and prescribed process for the election of members to Council's Executive Committee best serves the public interest by ensuring the elections are fair and transparent.

### BACKGROUND

In keeping with [s. 11.3](#) of the bylaws, on May 16th, the Registrar e-mailed the members of Council to invite all interested and eligible members to provide written expressions of interest to stand for election to four positions on the Executive Committee.

Council was informed of the two options available for declaring their intention of running for any of the four positions of the Executive Committee, which are as follows:

- **Notification to Council in writing to be included in the Council Package:** Council members may notify Council in writing of their interest to run for one of these positions by providing a candidate's statement expressing their interest to run. The statement of interest will be included in the June Council package.
- **Nomination at the June Council Meeting:** Council members may also declare their intention to run for one of these positions at the Thursday, June 16, 2022, Council meeting.

With either of the above options, Council members interested in running for the Executive

Committee will have to be nominated by two Council members (one of whom can be the Council member interested in running) at the June 16, 2022 meeting.

The College has received the following Statements of Interest to serve on the Executive Committee, the statements are attached.

<b>Name</b>	<b>Position interested to serve</b>	<b>Professional or Public member</b>
Denis Tsang, RD	Vice-President, Third or Fourth member	Professional
Kerri LaBrecque, RD	President	Professional

Additional nominations will be accepted from the floor on June 16<sup>th</sup>.

At least one member of the Executive Committee must be a public member of Council.

### **CONSIDERATIONS**

The procedure for the election of the Executive Committee is set out in s. 11.4 of the by-laws:

At the first Council meeting after the election of councillors, the Registrar shall conduct an election to determine the members of the Executive Committee in the order of President, Vice-President, and other Executive Committee members. The following provisions apply to the election:

- (a) the Registrar will present the names of candidates who have indicated their interest for the office of President;
- (b) Council may also approve nominations for the office of President at the time of the election (and a councillor may nominate herself or himself as a candidate);
- (c) before the first vote, each of the nominees will have an opportunity to speak to Council for up to two minutes about her or his candidacy;
- (d) if there is only one candidate, the Registrar shall declare the candidate elected by acclamation;
- (e) if there is more than one candidate, voting will be through secret ballot;
- (f) if there are more than two candidates in an election, there will be successive ballots until one candidate receives a majority of the votes cast, with the candidate or candidates who receive the fewest votes in a ballot dropped in the next ballot;
- (g) if there is a tie, the Registrar will break tie by lot;

[ June 16, 2022]

(h) after Council elects the President, it will elect the Vice-President in a similar manner; and

(i) after Council elects the Vice-President, it will elect the remaining Executive Committee positions in a similar manner with reference to the composition of the Committee set out in section 11.1.

The process for voting is as follows:

- 1) After all nominations are received for the president role, the names of all candidates will be added by CDO staff to a ballot using the Zoom polling function. The Manager, Governance & Operations will then launch the poll.
- 2) Council members will vote anonymously for one candidate on the ballot through Zoom polling. Every vote will be anonymous during the meeting and in any subsequent report.
- 3) Only Council members are permitted to vote. CDO staff observers present will be co-hosts; the Zoom platform does not allow co-hosts to vote.
- 4) The Manager, Governance & Operations will see the anonymous results in real-time. Council can vote using Zoom desktop or iOS/Android mobile applications with version of 5.5.0 or higher.
- 5) When all members of Council have voted, the results will be shared with all meeting attendees. The results will show the percentage (not the total count) for votes for each candidate.
- 6) If there are more than two candidates on the ballot, there will be successive ballots until one candidate receives a majority of the votes cast, with the candidate or candidates who receive the fewest votes in a ballot dropped in the next ballot.
- 7) If there is a tie, the Registrar will break the tie by lot.
- 8) The process will be repeated for the next positions.

## **APPENDIX**

- Candidate Statements

**Candidate Statement**

RE: Executive Committee Election 2022-2023 (Vice-President, 3<sup>rd</sup> or 4<sup>th</sup> member)

I earned my Master of Science in Human Health and Nutritional Science followed by the Master of Applied Nutrition in Dietetics at the University of Guelph. Currently, I am a Registered Dietitian practising in clinical care and the Manager of a sub-regional Quality Improvement Decision Support Partnership (formed by 6 healthcare organizations in the City of Toronto) leading provincial and regional quality improvement initiatives. My QI role over past 3.5 years at Sunnybrook Hospital, Women's College Hospital and Mount Sinai Hospital involved multi-disciplinary collaboration and e-health project management with various clinical operation committees and senior leadership teams. With the privilege to hold the Chair/Co-Chair position of several Quality Improvement and Patient Care Committees, I have strengthened and rounded up my project management, communication and leadership skills.

With the privilege to become re-elected as a Councillor for a second term, my experience in serving on the College of Dietitians of Ontario's (CDO) Council, Quality Assurance Committee and Registration Committee, Registrar Performance and Compensation Review Committee, Registrar Recruitment Committee, and Discipline/Fitness to Practice Committee over the past 3 years have been extremely rewarding. I enjoyed contributing to the collaborative success we have achieved to date by working closely with different council/cor [REDACTED] members.

As the current Vice-President of the Council, I would appreciate an invaluable opportunity to devote myself to the Executive Committee again and continue to facilitate the progress on realizing the CDO's Strategic Plan and Goals 2020-2024.

*Denis Tsang*

Denis Tsang, RD

**Candidate Statement to Serve on The College of Dietitians of Ontario's Executive Committee**

I am interested in serving on the Executive Committee as President as I have had the extreme pleasure of serving as President this past year and on the Executive Committee for the past two years. Having been part of the selection committee for CDO's new Registrar and Executive Director, it has been a pleasure to work closely with Melanie and the CDO team. We have a very skilled council, and I am looking forward to being part of upcoming work on Equity, Diversity, Inclusion and Belonging, governance modernization and accreditation. Health regulation may look different soon and my 15 years of experience in leadership and as a front-line dietitian serve me well to continue to support us through this change. Change management has been at the forefront of my career, and I approach change with flexibility, patience, and optimism.

A sincere thank you in advance for considering me for this role.

A handwritten signature in cursive script, appearing to read "Kim L.", located at the bottom left of the page.





## Council Briefing Note

<b>Topic:</b>	Governance Modernization - Recommendations for Change
<b>Purpose:</b>	Decision Required
<b>Strategic Plan Relevance:</b>	Governance Modernization and Enhancing Public Trust
<b>From:</b>	Governance Committee

### ISSUE

The Governance Committee is asking Council to consider the Governance Review Report with its recommendations for change. This briefing note is a high-level summary of literature that supports the recommended changes to the College's governance.

### PUBLIC INTEREST RATIONALE

Effective governance is in the public interest, and to do this, the College must strive to regulate registrants in the best manner available. A goal of the College's [Strategic Plan 2020-2024](#) includes an update to the governance structure based on modern, risk- and evidence-based practices.

### BACKGROUND

The College's work related to governance modernization to date includes:

- 2020: Council engaged in governance training with external consultants at both the September and December Council meetings.
- 2021: The College developed an RFP for the Governance Modernization Project in July and selected and retained D. McCreesh, an external consultant, to facilitate the College's Governance Review beginning in December. At its meeting on December 9, 2021, Council formed a Governance Committee and approved the Terms of Reference.
- 2022: The Governance Committee formulated a plan for the governance review with D. McCreesh at the inaugural meeting on February 4, 2022. Later that month, the Governance Committee engaged in governance regulatory training with D. McCreesh to ground them in the best practices of health regulatory governance.

On February 23, the College also submitted a written consultation to the Ministry of Health (MOH) on its proposed governance and modernization reform document. In this feedback, the College supported the Ministry's proposals for a smaller council size, the separation of Council and committees, term limits, competency-based selection processes for Council and committees, and the elimination of the executive committee. Although the MOH has not yet adopted these changes, Council needs to prepare to act on these or other reforms as directed by the government. Given this, the Governance Review report includes recommendations related to the ministry's proposal.

On March 31st, the College reported its second annual College Performance Measurement Framework (CPMF) to the MOH. The CPMF is intended to strengthen accountability and drive quality improvement for regulators. Many of the domains in the CPMF have a governance focus; therefore, meeting these performance indicators are also part of the College's consideration for governance modernization and the recommendations for change.

D. McCreesh conducted a review of CDO's governance between January and April 2022. This evaluation included one-on-one interviews with selected CDO's council, committee, and staff members and a review of the College's governance model and policies. D. McCreesh presented the Governance Review Report to the Governance Committee on April 11th and again, with requested revisions, on April 27th. The result is the set of recommendations presented in the council materials document – 10.3 Governance Recommendations.

## **CONSIDERATIONS**

CDO is committed to continually evolving its governance model and building on the foundational work that the College and other regulators have already accomplished to ensure public protection and effective regulation of the dietetics profession. For example, the [CNO's Vision 2020](#) report with a [2016 literature review](#) of governance modernization set out a best practice model of governance that includes:

- Smaller Council (12 members) with equal representation and compensation of professional and public members
- Elimination of Executive Committee
- Selection of members based on a competency matrix with no elections of professional members and that all appointments, including committee appointments, are facilitated by a College nominating committee
- Change in term limits (maximum of 2 x three-year terms); Chair 1 year term, with 1 possible reappointment based on meeting role requirements rather than election by the board.
- Change in titles and terminology (board/directors rather than council/councillors)
- Separation of council and committees

A 2018 keystone report by internationally regarded regulatory expert Harry Cayton recommended [similar governance reforms](#) for the College of Dental Surgeons of British Columbia and for regulators under the BC Health Professions Act more generally. The Ontario College of Teachers also restructured its governance model following a [Governance Review](#) in 2018.

These reports on governance modernization also align with the MOH's recent proposal that health regulatory Colleges should have smaller councils of equal numbers of professional and public members. There is also agreement that Colleges should use a competency-based matrix when selecting members and have a separation between the Council and statutory committees. Therefore, although the work in this area has been extensive and the reports are incredibly comprehensive, there is consolidation on a set of recommendations as to how a regulatory College could move forward to modernize its governance.

Refer to Appendix 1 for a summary of the key recommendations that underpin the best practice governance modernization. Please note that the links to the various reports are hyperlinked above and are recommended reading. These recommendations also make up the basis on changes recommended in the College's Governance Review Report by D. McCreesh.

#### **RECOMMENDATION/NEXT STEPS**

That Council approve the recommendation for change as recommended by the Governance Committee. If approved, the Governance Committee will develop a detailed implementation plan for each recommendation to bring to future Council meetings.

## APPENDIX 1: Summary of the Literature Review

Recommendation	Summary of Literature Review (sourced primarily from CNO, OCT, CDSBC (Harry Cayton))	Relevant Legislation and By-laws
Council Size (8-12)	<ul style="list-style-type: none"> <li>• There are benefits to larger boards, but they exhaust at about 10 members, at which point social loafing phenomenon, known as ‘free riding,’ occurs</li> <li>• Boards consisting of about 10-12 members are more efficient in serving their clients and better able to satisfy their outreach mission</li> <li>• The benefits of smaller team, include efficient communication, greater efforts by all team members and better utilization of all team members’ potential</li> <li>• As team size grows, the complexity of the communication structure between all members increases dramatically</li> <li>• As team size increases, it becomes more difficult for team members to contribute their knowledge, skills and experience to their full potential.</li> <li>• Diversity of perspectives and skills in a group makes innovation possible, but acquiring this diversity may mean adding members <i>(CNO literature review)</i></li> <li>• Trend among other self-regulated professions is towards smaller governing boards/councils, balanced in make-up <i>(OCT Governance Review)</i></li> </ul>	<p><b>Current Council size</b> Has typically been 14-15 members but could be 11 – 17 based on Dietetics Act 1991.</p> <p>CDO are assigned public appointments by MOH and has no control of the # and frequency of appointments.</p> <p><b>Dietetics Act 1991</b> Council- shall be composed of,</p> <ul style="list-style-type: none"> <li>(a) at least six and no more than nine persons who are members elected in accordance with the by-laws;</li> <li>(b) at least five and no more than eight persons appointed by the Lieutenant Governor in Council who are not,</li> </ul>
Composition of Council (Ratio of Public to Professional members)	<ul style="list-style-type: none"> <li>• Professional regulation needs to be shared between the profession and the public in the interests of society</li> <li>• Increased representation of the public will ensure that the public voice is heard <i>(Harry Cayton)</i></li> <li>• An equal number of members from the profession and outside brings equity and balance to a self-regulatory body, with the profession having a self-regulatory voice but not unduly dominating <i>(OCT Governance Review)</i></li> <li>• Lack of industry expertise can be a factor that underpins ineffective decision making. But there are other desirable attributes such as</li> </ul>	<p><b>Dietetics Act 1991</b> Council- shall be composed of,</p> <ul style="list-style-type: none"> <li>(a) at least six and no more than nine persons who are members elected in accordance with the by-laws;</li> <li>(b) at least five and no more than eight persons appointed by the Lieutenant Governor in Council who are not,</li> </ul>

Recommendation	Summary of Literature Review (sourced primarily from CNO, OCT, CDSBC (Harry Cayton))	Relevant Legislation and By-laws
	<p>international, regulatory/governmental, risk, technology and marketing expertise too</p> <ul style="list-style-type: none"> <li>• The closer board members are in outlook, the less likely they are to raise questions that might break their cohesion. This can be the case when the board members have similar education and occupations <i>(CNO literature review)</i></li> <li>• Trend among other senior self-regulated professions is towards smaller governing boards/councils, balanced in make-up <i>(OCT Governance Review)</i></li> <li>• Voice of profession in self-regulation –far greater participation than ever before (through greater numbers involved in committee work)</li> <li>• Voice of public –active, varied recruitment and more reflective of Ontario’s diversity <i>(OCT Governance Review March 2022 presentation)</i></li> </ul>	
<p>Separation of Council and Committee</p> <p>Composition of Statutory Committee</p>	<ul style="list-style-type: none"> <li>• Council has a focus on governance work and oversight</li> <li>• The “right” balance of profession and public members and required competencies can vary by Council and Committee <i>(OCT Governance Review)</i></li> <li>• Select members on competencies specific to the statutory Committee</li> <li>• Separation of the Council and statutory committees is considered best practice</li> <li>• Council and statutory committee roles are quite different (strategic v. member specific decisions). Distinction in Council membership also introduces an important element of independence to these entities.</li> <li>• Council members can focus on stewardship of organization, strategy and big picture</li> <li>• Council members no longer wearing multiple hats <i>(OCT Governance Review March 2022 presentation)</i></li> </ul>	<p><b>RHPA – Committees</b> The College shall have the following committees:</p> <ul style="list-style-type: none"> <li>• Executive Committee.</li> <li>• Registration Committee.</li> <li>• Inquiries, Complaints and Reports Committee.</li> <li>• Discipline Committee.</li> <li>• Fitness to Practise Committee.</li> <li>• Quality Assurance Committee.</li> <li>• Patient Relations Committee.</li> </ul> <p><b>RHPA- Appointment</b> (2) The Council shall appoint the members of the committees</p> <p>The College bylaws require that most committees include at least two-three council members.</p>

Recommendation	Summary of Literature Review (sourced primarily from CNO, OCT, CDSBC (Harry Cayton))	Relevant Legislation and By-laws
Elimination of Executive Committee	<ul style="list-style-type: none"> <li>• Ensures Council work is done by Council</li> <li>• May improve transparency</li> </ul>	<p><b>RHPA</b>  <b>Executive Committee's exercise of Council's powers</b>  Between the meetings of the Council, the Executive Committee has all the powers of the Council with respect to any matter that, in the Committee's opinion, requires immediate attention, other than the power to make, amend or revoke a regulation or by-law.</p>
Elimination of Elections	<ul style="list-style-type: none"> <li>• Elections may promote the misunderstanding that elected members are representing the members that elected them</li> <li>• Elections are costly and ineffective (<i>OCT Governance Review</i>)</li> <li>• Skills need to match the needs of the College, not based on the approval of membership</li> <li>• Elections do not address Council diversity needs</li> </ul>	<p><b>Dietetics Acts 1991</b>  Members elected in accordance with the by-laws</p> <p>All other election rules are listed in the College's By-law 1</p>
Changes in Terminology and Title	<ul style="list-style-type: none"> <li>• Board instead of Council</li> <li>• Chair/Vice-Chair instead of President/Vice-president</li> <li>• Board Directors instead of Councillors</li> <li>• Registrants instead of Members</li> </ul>	<p><b>RHPA - Council</b>  The College shall have a Council that shall be its board of directors and that shall manage and administer its affairs.</p>
Competency-based appointments for all Council and Committee	<ul style="list-style-type: none"> <li>• Appointing based on competency allows the matching of candidates' abilities to the needs of the board</li> <li>• Using recommended recruitment, board member orientation, and evaluation practices results in more competent board members, which could lead to better board performance</li> <li>• Highly skilled board members are a significant predictor of board performance</li> <li>• The closer board members are in outlook, the less likely they are to raise questions that might break their cohesion</li> <li>• Cognitive diversity is especially important when boards of directors confront complicated issues related to business ethics and corporate social responsibility in their</li> </ul>	<p><b>College's By-law 1</b>  Elected Council members meet specific registrant criteria that would disqualify the professional member from seeking election. Council members must declare potential conflicts of interest. Includes maximum term limit and required cooling-off period. The criteria are currently <b>not</b> competency based.</p> <p>In 2020, a new CDO By-law eligibility criterion was added</p>

Recommendation	Summary of Literature Review (sourced primarily from CNO, OCT, CDSBC (Harry Cayton))	Relevant Legislation and By-laws
	<p>value-creating, decision-making responsibilities. (CNO literature review)</p>	<p>requiring elected-member candidates to successfully complete the College’s current training program relating to the duties, obligations and expectations of Council members prior to becoming eligible for election.</p>
Term Limits	<ul style="list-style-type: none"> <li>• Terms of office should be extended to three years, renewable for a further three years, to provide continuity and the expertise which comes with experience (Harry Cayton)</li> <li>• Terms 2 x 3-year term (CNO)</li> <li>• Terms 3 x 2-year term, renewable (OCT)</li> </ul>	<p><b>RHPA-Terms</b> No term of a Council member who is elected shall exceed three years</p> <p><b>College By-law</b> Terms as: nine consecutive years as a councillor or committee appointee, or in any combination of the two offices</p>
Performance Evaluations	<ul style="list-style-type: none"> <li>• Review the board's collective and individual contributions (reviews should go beyond just compliance)</li> <li>• Assessing board performance is essential for demonstrating accountability and generating public trust.</li> <li>• Boards wishing to improve their governance systems can diagnose common governance problems by evaluating their own board capabilities (CNO literature review)</li> </ul>	

# **GOVERNANCE COMMITTEE REPORT**

**COLLEGE OF DIETITIANS OF ONTARIO**

**JUNE 16<sup>TH</sup>, 2022**



# Goal of Governance Review

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To review the current governance structures, processes and behaviours at College of Dietitians of Ontario and to provide recommendations to the College's Council with regard to areas for possible improvement and gaps relative to best governance practices.

# Governance Review Timeline

February	Project kick-off meeting between consultant, Registrar, senior management and Governance Committee		
February	Interviews with Council and Committee members and selected members of management		
	Donna Hennyey Leisa Kicak Julie Slack Israel Ogbechie	John Regan Kerri LeBrecque Cindy Tsai	Melanie Woodbeck Lisa Dalicandro Carole Chatalalsingh
February	Governance Committee Governance Workshop		
March	Completion of Environmental Scan, Literature Search & Committee Report		
April	Governance Committee Meeting to review Scan, Search and Report		
April	Governance Committee Meeting to close on recommendations		
June	Governance Committee Report to Council		

# Overall Summary of Interviews

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- High degree of satisfaction with how the College is being governed
  - Room for improvement in selected areas:
    - Risk framework (need dashboard, address all risks, review regularly)
      - *Note: Work on this issue may already be underway*
    - Board evaluation (simplify & focus) / Introduce Peer Feedback
    - Oversight of Statutory Committees
- General agreement with provincial recommendations
- Complete shift away from Carver / Roberts Rules
- Address inequitable compensation between professional and public members
- Diversity within the profession needs to be considered in a selection process
- Selection, screening and orientation processes need to be developed to replace election of professionals and enhance the process with public appointees

**“Generally satisfied with governance of the College, but need to keep evolving to apply best practices”**

# Summary of Recommendations

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- The following pages contain a summary of the recommendations to be made to Council for consideration
- Details are included in a separate document to be circulated to the Governance Committee

# Summary of Major Recommendations

Items included Provincial Modernization Proposal	Recommendation
<ul style="list-style-type: none"><li>• Council Size</li><li>• Composition of Council (ratio: professional / public)</li><li>• Composition of Statutory Committees</li><li>• Elimination of Elections</li><li>• Elimination of Executive Committee</li></ul>	<p>Agree on end point on each issue that would be implemented by the College of Dietitians</p> <p>Develop a transition plan / phase in strategy for each issue that could be implemented in the period between now and when any new legislation comes into effect</p>

# Summary of Major Recommendations

Topic	Summary of Recommendation
Public Appointees to Council	A # of changes to the by-laws in order to treat public members of Council in the same manner as professional members
	<ul style="list-style-type: none"><li>• Similar term limits and equitable compensation</li></ul>
	<ul style="list-style-type: none"><li>• Changes to appointment process to be recommended to province to include (application of competency matrix, screening process, aligned with needs of Council)</li></ul>

# Summary of Major Recommendations

Topic	Summary of Recommendation
Committees (Statutory and Standing)	<p>Clearly separate those Committees (Statutory) that are operating arms of the College and those Committees that are part of the governance of the College and report to Council (Audit, Governance and Exec / HR)</p> <ul style="list-style-type: none"><li>• Clarify reporting / oversight / composition requirements for each type</li></ul>
	<ul style="list-style-type: none"><li>• Executive Committee to transition to HR Committee and have no decision making authority during transition</li></ul>
	<ul style="list-style-type: none"><li>• Target and transition plan to be developed for composition of Statutory Committees</li></ul>

# Summary of Major Recommendations

Topic	Summary of Recommendation
Governance Manual	Continue to refine and rework this key communication. Transition the Manual to a communication / information tool (versus being an omnibus board policy) with an easy to read / digest introductory section with key board policies (Board TOR, CEO TOR, Committee TORs, etc.) attached as appendices
Terms of Reference (TORs)	<ul style="list-style-type: none"><li>• Need more complete / aligned TORs for Board,<ul style="list-style-type: none"><li>• Enhance risk management</li><li>• Oversight of Statutory Committees</li><li>• Oversight of key HR policies</li><li>• Whistleblower policy</li></ul></li><li>• Enhance CEO, Standing Committees, Statutory Committees TORs</li></ul>
	<ul style="list-style-type: none"><li>• Eliminate “Role of Non-Council Committee members and include in Code of Conduct</li></ul>



# Summary of Major Recommendations

Topic	Summary of Recommendation
Code of Conduct	<ul style="list-style-type: none"><li>• Combine # of documents into one inclusive Code of Conduct for Board, Statutory Committee and management</li></ul>
Conflict of Interest	<ul style="list-style-type: none"><li>• Eliminate clause in By-law and combine # of documents into one Conflict of Interest policy (might need two if staff to be included)</li></ul>
Competency Matrices	<ul style="list-style-type: none"><li>• Create different matrices based on needs for Board and EACH Statutory Committee</li><li>• Include min. competencies for all, as well as key competencies needed for each group</li><li>• Include attributes of diversity</li></ul>
Board Evaluation	<ul style="list-style-type: none"><li>• Enhance evaluation tool to focus on Board performance related to key duties and responsibilities (TORs)</li><li>• Plan for scope of 3<sup>rd</sup> party Council evaluation (CPMF)</li></ul>
Director Evaluation	<ul style="list-style-type: none"><li>• Add a Peer Feedback process</li></ul>
Annual Work Plan / Meeting Agendas	<ul style="list-style-type: none"><li>• Suggestion to improve</li></ul>

# Implementation Planning

Priority	Grouping	Description	Code	Target Date
Top	Driven by CPMF	Those items for which the College has committed to implement in the coming months	A	12/22
High	Further Requests of Ministry	Those items that the College would like to see the Ministry consider / adopt while the “window of change” is open in the next few months	B	12/22
Med	Legislated Changes	Assuming the changes proposed by Ministry are put in place, how would the College implement and what transitions plans could the College introduce during the transition period	C	6/23
Med	Oversight of Statutory Committees	Those items that would relate to a strategic rethinking of the board’s role	D	12/24
Med	Board Policies	Those items that could be implemented through a Council review of policy	E	12/23

**Governance Review Recommendations**  
**College of Dietitians of Ontario**

**Priority A – “Driven by CPMF”**

Deadline: Dec, 2022

Topic	Current Issues / Concerns	Recommendation
Election of Council Members  Criteria / Competencies	<ul style="list-style-type: none"> <li>• By-laws list 26 criteria of “good behaviour” but silent on critical issue of competences / diversity</li> <li>• Need competency matrix for individuals as well as for the Council as a whole</li> </ul>	<ul style="list-style-type: none"> <li>• Introduce use of a competency / attribute matrix (for all directors and board as a whole) incl. diversity, and key range of knowledge / experience within the profession (remote/rural/urban, type of employment / employer)</li> </ul>
Competency Matrix	<ul style="list-style-type: none"> <li>• No matrix overall, or for individual directors</li> <li>• No matrix for Statutory Committees</li> </ul>	<ul style="list-style-type: none"> <li>• Competency / attribute matrices (including elements of diversity) for each Council and Statutory Committee to be recommended annually by Governance Committee for Council approval</li> <li>• Add competencies needed by of ALL Directors, including public members; as well as competencies / attributes needed for the full Board</li> </ul>
	<ul style="list-style-type: none"> <li>• Matrix for Council needs to address key elements of diversity within the profession</li> </ul>	<ul style="list-style-type: none"> <li>• Are there diverse issues that would segment the profession and need to be reflected on Council?</li> </ul>
	<ul style="list-style-type: none"> <li>• Diversity as an element of the matrix</li> </ul>	<ul style="list-style-type: none"> <li>• Add</li> </ul>
3 <sup>rd</sup> Party Assessment of Council Effectiveness (per CPMF)	<ul style="list-style-type: none"> <li>• Will need to be established in next 12 months</li> </ul>	<ul style="list-style-type: none"> <li>• Need to define exactly what you want to be included and the process to be used. Other Colleges may have models to share.</li> </ul>

Governance Review Recommendations  
College of Dietitians of Ontario

**Priority B – “Further Requests of Ministry”**

Deadline: Dec, 2022

Topic	Current Issues / Concerns	Recommendation
Term Limits	<ul style="list-style-type: none"> <li>Professional members: Currently 3 year terms with a max of nine years</li> <li>Public members: Silent</li> </ul>	<ul style="list-style-type: none"> <li>Public members should be subject to the same term limits as professional members</li> </ul>
Eligibility for Election 4.4 Public Councillors	<ul style="list-style-type: none"> <li>Provides for standards to be met before nomination accepted for election which will become outdated and does not address standards for public councillors</li> </ul>	<ul style="list-style-type: none"> <li>Establish min. standards for all Council (public and professional) and Statutory Committee members in one section. Sends message that all held to the same standards. There may be some additional standards applied only to professionals</li> </ul>
Competency Matrix	<ul style="list-style-type: none"> <li>Not all competencies need to be filled from the profession</li> </ul>	<ul style="list-style-type: none"> <li>Use provincial appointees to fill functional competency gaps (financial expert, HR mgmt., etc.)</li> <li>Give direction to the province each year as to the competency gaps that need to be filled by provincial appointments</li> </ul>
Appointment of Public Members of Council	<ul style="list-style-type: none"> <li>No input from College in the decision process to appoint public members</li> </ul>	<ul style="list-style-type: none"> <li>Short-Term: Advise province of competency matrix including min. standards for all appointees and competency gaps that could be filled by public appointments. Request opportunity for screening by Governance Nominating Committee of professional and public members of Board</li> <li>Long-Term: Request the Ministry work with the College to implement the following: <ul style="list-style-type: none"> <li>Board to approve competency matrix (incl. min. standards for all directors and key competencies needed by Board)</li> <li>Board to advise Ministry of competency gaps in upcoming nominations cycle</li> <li>Ministry to provide candidates for Council screening</li> </ul> </li> </ul>

Governance Review Recommendations  
College of Dietitians of Ontario

		<ul style="list-style-type: none"> <li>• Screening / interview (for “fit”) by Governance Nominating Committee of professional and public members of Board</li> <li>• Council to appoint public members recommended by Gov Nom Committee</li> </ul>
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**Priority C – “Legislated Changes”**

Deadline: June, 2023

**Relevant Acts**

       = issue addressed in Ministry Proposal

       = detail / option to considered within Ministry Proposal

Act - Issue	Recommendation
<b>Dietetics Act</b>	
<span style="background-color: yellow;">Use of term “members”</span>	<ul style="list-style-type: none"> <li>• Replace with “registrants” as proposed by Ministry</li> </ul>
<span style="background-color: yellow;">Use of term “Council”</span>	<ul style="list-style-type: none"> <li>• Replace with Board of Directors as proposed by Ministry</li> </ul>
<span style="background-color: yellow;">Council size 11 – 17 (6 – 9 members and 5 – 8 appointees)</span>	<ul style="list-style-type: none"> <li>• Board size 8 – 12 as proposed by Ministry</li> <li>• 50 / 50 split between registrants and public members as proposed by Ministry</li> <li>• Agree on target size and composition for implementation once legislation changed and develop transition / implementation schedule to transition both size and composition incorporating turnover and consistency of knowledge / process within current rules</li> </ul>
<span style="background-color: yellow;">Use of terms President and VP</span>	<ul style="list-style-type: none"> <li>• Replace with Chair and Vice Chair as proposed by Ministry</li> </ul>
President and VP to be elected annually by Council	<ul style="list-style-type: none"> <li>• Ensure “election by Council” can allow for the Council voting on a recommendation from Gov and Nom Committee</li> <li>• Ensure “elected annually” would not prevent College from electing the same Chair and Vice Chair twice so as to allow for a two year term – also need to have College recommend to Ministry to have the act revised to allow for a two year term</li> </ul>
<b>RHPA – Schedule 2</b>	

Governance Review Recommendations  
College of Dietitians of Ontario

<p>Use of terms “members” / “Council”</p>	<ul style="list-style-type: none"> <li>• Replace with “registrants” / “Board of Directors” as proposed by Ministry</li> </ul>
<p>Shall have the following Committees Executive + 6 Statutory Committees</p>	<ul style="list-style-type: none"> <li>• Eliminate Executive Committee as proposed by Ministry (replace with Audit, HR and Gov Nom) + Statutory Committees</li> <li>• See details on implementation in By-Law section</li> </ul>
<p>Separate composition of Council and Statutory Committees</p>	<ul style="list-style-type: none"> <li>• Agree, but should not be mandatory i.e. should not prevent some cross-over where need arises. (e.g. orientation / development of Council members)</li> <li>• Establish nomination, selection, orientation process to appoint members of public to Statutory Committees overseen by Governance Committee</li> <li>• Address compensation minimums and equity issues to make this feasible</li> </ul>
<p>Page 86 (94) “may make by-laws including: Procedures for electing President, VP, Committee Chairs and setting out of duties</p>	<ul style="list-style-type: none"> <li>• Ensure Council can use process other than wide open elections for officers (i.e. vote on slate of officers proposed by Gov Committee)</li> <li>• Ensure Council can establish terms of reference (duties) by Board policy versus incorporating into the by-laws</li> </ul>
<p>Competencies / Appointment / Compensation / Term Limits for Public Members</p>	<ul style="list-style-type: none"> <li>• Request the Ministry work with the College to implement the following: <ul style="list-style-type: none"> <li>• Board to approve competency matrix (incl. min. standards for all directors and key competencies needed by Board)</li> <li>• Board to advise Ministry of competency gaps in upcoming nominations cycle</li> <li>• Ministry to provide candidates for Council screening</li> <li>• Screening / interview (for “fit”) by Governance Nominating Committee of professional and public members of Board</li> <li>• Council to appoint public members recommended by Gov Nom Committee</li> </ul> </li> <li>• Allow the College to establish compensation terms for public members that provide for equity with professional members</li> <li>• Establish term limits for public members similar to those for professional members</li> </ul>

Governance Review Recommendations  
College of Dietitians of Ontario

Topic	Issues / Concerns	Recommendation
Throughout the By-Law references / language will need to change	<ul style="list-style-type: none"> <li>• Member, President / Vice-President, Council, Registrar</li> <li>• Eliminate all references to Exec Committee</li> <li>• Clarify references to Committees</li> </ul>	<ul style="list-style-type: none"> <li>• Implement the Ministry's mandated direction</li> </ul>
Election of Council Members <ul style="list-style-type: none"> <li>• Elections</li> </ul>	<ul style="list-style-type: none"> <li>• Eliminate with acceptance of Ministry proposals</li> </ul>	<ul style="list-style-type: none"> <li>• Create a transition plan for interim period before revised legislation is in force</li> <li>• Recommended Interim Period Process :               <ul style="list-style-type: none"> <li>• Non-Council professionals on Nom Sub-Cttee</li> <li>• Competency / attribute matrix approved by Council</li> <li>• Screening / interview process</li> <li>• Slate for registrants to confirm via vote (transition step)</li> </ul> </li> </ul>
<b>Executive Committee</b>	Need to establish a transition plan until the Ministry Proposal is enshrined in law	<ul style="list-style-type: none"> <li>• Short – Term: Until the Act is changed, maintain an Executive Committee as required, but:               <ul style="list-style-type: none"> <li>• Terms of reference to stipulate not making a decision on any matter but to develop a recommendation to Council</li> </ul> </li> </ul> <p>Terms of reference to be revised so that this Committee is effectively a new HR Committee</p>
Duties of Executive Committee	Eliminate with enactment of Ministry Proposal	
Committees <p>Statutory</p> <ul style="list-style-type: none"> <li>- Exec</li> <li>- Registration</li> <li>- Quality Assurance</li> <li>- Discipline</li> <li>- Complaints</li> </ul> <p>Non-Statutory</p> <ul style="list-style-type: none"> <li>- Registrar Perf / Comp</li> </ul>	Need to separate governance related "Committees of Council" and those that are operational committees of the College with no governance role	<u>Governance Standing Committees of Board</u> <ul style="list-style-type: none"> <li>- Executive (only until the legislation can be changed / to agree not to act only recommend) to effectively become the HR Committee</li> <li>- HR Committee (once Exec Committee eliminated)</li> <li>- Audit</li> <li>- Elections to become full Governance and Nominating Committee</li> </ul>

Governance Review Recommendations  
College of Dietitians of Ontario

<ul style="list-style-type: none"> <li>- Prof Practice</li> <li>- Audit</li> <li>Elections</li> </ul>		<p><u>Committees of College</u> (performance is overseen by Council – but do not report to Council – independent decision making)</p> <ul style="list-style-type: none"> <li>- Registration</li> <li>- Quality Assurance</li> <li>- Discipline</li> <li>- Complaints</li> <li>- Prof Practice</li> </ul>
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**Priority D – “Oversight of Statutory Committees”**

Deadline: Dec, 2024

Oversight of Statutory Committee performance	<ul style="list-style-type: none"> <li>• Nothing in agendas and minutes of Council determining and reviewing performance of Statutory Committees and considering changes to processes, mandates, composition, etc.</li> </ul>	<ul style="list-style-type: none"> <li>• Key deliverable for the College</li> <li>• Consider KPIs and process to regularly review performance and recommended changes to competencies, appointment process, orientation, development, best practices, etc.</li> </ul>
Statutory Committee Composition	<ul style="list-style-type: none"> <li>• Not sure the composition mix between public / professional members is correct for all Committees</li> <li>• Are all Statutory Committees populated with Council members?</li> <li>• No quorum defined for a number of Statutory Committees. Could result in only public or only professional members being present</li> </ul>	<ul style="list-style-type: none"> <li>• See recommendations from Cayton report (BC Dentists) in which certain committees need majority public and other could benefit from majority professional</li> <li>• Separate pools (different competencies needed and different interests) for Council versus Statutory Committees</li> <li>• Define appropriate quorum overall as well as min. for public and professional</li> </ul>
	<ul style="list-style-type: none"> <li>• <b>Separate composition of Council and Statutory Committees</b></li> </ul>	<ul style="list-style-type: none"> <li>• Agree, but should not be mandatory i.e. should not prevent some cross-over where need arises. (e.g. orientation / development of Council members)</li> </ul>



Governance Review Recommendations  
College of Dietitians of Ontario

		<ul style="list-style-type: none"> <li>• Establish nomination, selection, orientation process to appoint members of public to Statutory Committees overseen by Governance Committee</li> <li>• Address compensation minimums and equity issues to make this feasible</li> </ul>
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**Priority E – “Board Policies”**

Deadline: Dec, 2023

Election of Officers	Open elections for officers can lead to “running for office” and deterioration of dynamics between board member	<ul style="list-style-type: none"> <li>• Include in Gov / Nom Cttee TOR the role of nominating officers for Board to approve</li> <li>• Introduce use of an annual survey of directors (interest in Cttee roles, thoughts on potential officers and Chairs of Cttees)</li> </ul>
Audit Committee Composition	To include 2 members of Exec Committee (raising a conflict issue as Exec has financial responsibilities)	<ul style="list-style-type: none"> <li>• Composition of Audit Committee to be independent</li> </ul>
Register of Members	Do you really need 4 pages of detail in the by-law. This looks really operational.	<ul style="list-style-type: none"> <li>• Consider removing from by-law and replacing with Board Policy</li> </ul>
Conflict of Interest (Code of Conduct)	This section provides for a very basic policy and could present lack of clarity and potential for disruption in a challenging situation.	<ul style="list-style-type: none"> <li>• Take out of by-laws and have a fulsome Conflict of Interest Policy for the College (Council, Stat Committees and staff) as Board policy</li> </ul>
<b>Governance Manual</b>		
Overall	<ul style="list-style-type: none"> <li>• Seems to be written as an omnibus Council policy (introduction contains “legal” definitions to be used throughout the full document)</li> </ul>	<ul style="list-style-type: none"> <li>• Should be reworked as a communication tool</li> <li>• Introductory section could provide simple explanation of Council processes e.g. how Officers are elected, how Statutory Committee appointments are made, etc.</li> <li>• Board policies e.g. Board TORs, CEO TORs, Committee TORs, Code of Conduct; provided as appendices</li> </ul>

Governance Review Recommendations  
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		<ul style="list-style-type: none"> <li>Clarify the hierarchy of authority (Legislation, By-law, Board policies, Governance Manual)</li> </ul>
Terms of Reference (Job Descriptions)	<p>Need more detailed Terms of Reference (TORs) needed than currently included in the Governance Manual:</p> <ul style="list-style-type: none"> <li>Council (no oversight of Stat Cttee, risk register, governance duties)</li> <li>Registrar (needs to be calibrated with a more detailed TOR for Board)</li> <li>Role of Non-Council Committee Members – should be dealt with in Code of Conduct</li> <li>Standing Committees of Council – need to be included</li> </ul> <p>(Statutory) Committee Mandates – seem very brief and high level</p>	<ul style="list-style-type: none"> <li>Detailed terms of reference to be established to expand on role outlined in Act</li> <li>Reviewed annually by Governance Committee</li> <li>Approved by Board whenever revised as Board policy</li> </ul>
Other “Documents” included in Governance Manual	<ul style="list-style-type: none"> <li>Council’s Relationship with the Registrar and College Staff</li> <li>Council Code of Conduct includes: <ul style="list-style-type: none"> <li>sections on fiduciary duties and public interest that are better addressed elsewhere (TOR)</li> <li>Conflict of Interest (needs be dealt with in more depth in a separate document)</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>Does not need to be a policy. Include but clearly as descriptive document for communication</li> <li>Create Code of Conduct that could apply to Directors, Statutory Committee members and staff and limit it to appropriate conduct and behaviour</li> <li>Create a more detailed Conflict of Interest Policy, including how conflicts will be raised, debated and dealt with (delete conflicting language in by-law)</li> </ul>
Orientation / Education of New Council members	Should be done before first meeting	<ul style="list-style-type: none"> <li>Governance training / explanation of College Council role BEFORE professionals nominated</li> </ul>

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		<ul style="list-style-type: none"> <li>Provincial appointees to be trained as part of this process</li> </ul>
Council Evaluations	<ul style="list-style-type: none"> <li>Not focused on whether the Council is fulfilling its role and responsibilities</li> </ul> <p>No evidence of action plan / follow up</p>	<ul style="list-style-type: none"> <li>Revise the evaluation tool to address each item in the new Board TOR (focus on roles / duties)</li> <li>Conduct annually, with board review of results and follow-up action plan</li> </ul>
Self-evaluations - Councillors	<p>Self-assessments generally do not challenge directors to improve. Everyone feels good about themselves, but we all need reminders about our blind spots</p>	<ul style="list-style-type: none"> <li>Explore the use of a more rigorous Peer Feedback process</li> </ul>
Risk Framework	<ul style="list-style-type: none"> <li>Register (in place up to start of this review) needed overhaul (too many risks, some seem extremely minor and operational, not easy to see changes in mitigation). Cyber risk is a glaring gap.</li> <li>Needs to be reviewed quarterly not annually</li> </ul>	<ul style="list-style-type: none"> <li>The Council is currently revising the risk register and the process should ensure that the following are considered:</li> <li>Reduce # of risks, dashboard – simplified presentation, quarterly updates on risk levels and shifts in mitigation</li> </ul>
Oversight of HR Policies	<ul style="list-style-type: none"> <li>Apparent gap in oversight by Board</li> <li>Significant reputation risk for College</li> </ul>	<ul style="list-style-type: none"> <li>HR Committee to be delegated to complete due diligence that HR policies for College staff are appropriate</li> </ul>
Whistleblower Policy	<p>Could not see evidence of policy</p>	<ul style="list-style-type: none"> <li>Establish Whistleblower policy – now standard practice</li> </ul>
Council Meeting Agendas / Minutes / Annual Work Plan	<ul style="list-style-type: none"> <li>Use of “Declaration of Bias” – what is this Conflict of Interest Light?” Needs to be debated</li> </ul> <p>No evidence of Annual Work Plan to schedule standard governance duties over the year</p>	<ul style="list-style-type: none"> <li>Delete this item. Either there is a conflict of interest that needs to be dealt with, or else, directors have a strong opinion about an issue – with which there should be no need to declare</li> <li>Institute use of Board Annual Work Plan and Standing Committee Annual Work Plan</li> </ul>

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**Council**

Professional Members	Public Members
Introduce use of a competency matrix (for all directors and board as a whole) incl. diversity, and key range of knowledge / experience within the profession (e.g. remote/rural/urban, type of employment / employer) to be recommended by Governance Committee to the Council	
Interim Election / Appointment Process	
<p>By-laws to be revised and Governance Committee TOR to be revised to provide for the following:</p> <ul style="list-style-type: none"> <li>• Non-Council professionals to be appointed to Nominations Sub-Cttee of Gov Committee</li> <li>• Board to approve competency matrix (incl. min. standards for all directors and key competencies needed by Board) as recommended by Gov Cttee</li> <li>• Gov Cttee to issue call for nominations each year from the profession outlining competencies needed</li> <li>• Applicants / nominees screening / interview process by Nominating Sub-Cttee</li> <li>• Slate of recommended professionals put forward to registrants to confirm via vote</li> </ul>	<p>Request the Ministry work with the College to implement the following:</p> <ul style="list-style-type: none"> <li>• Advise Ministry of competency matrix including min. standards for all appointees and competency gaps that could be filled by public appointments.</li> <li>• Request opportunity for screening by Governance Committee of professional and public members of Board</li> </ul> <p style="text-align: center;"><b><i>To be implemented following positive response from Ministry</i></b></p>
Permanent Election / Appointment Process	
<p>By-laws to be revised and Governance Committee TOR to be revised to provide for the following:</p> <ul style="list-style-type: none"> <li>• Slate of recommended professionals put forward by Nominations Sub-Cttee of Governance Committee for Board approval</li> </ul>	<p>Request the Ministry work with the College to implement the following:</p> <ul style="list-style-type: none"> <li>• Board to approve competency matrix (incl. min. standards for all directors and key competencies needed by Board) as recommended by Gov Cttee</li> <li>• Board to advise Ministry of competency gaps in upcoming nominations cycle</li> <li>• Ministry to provide candidates for Council screening</li> <li>• Screening / interview (for “fit”) by Governance Nominating Committee of professional and public members of Board</li> </ul>

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	<ul style="list-style-type: none"> <li>• Council to appoint public members recommended by Gov Nom Committee</li> </ul> <p><b><i>To be implemented following positive response from Ministry</i></b></p>
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**Statutory Committees**

Professional Members	Public Members
Introduce use of a unique competency matrix (for all members) f or each Statutory Committee to be recommended by Governance Committee to the Council	
Interim Appointment Process	
By-laws to be revised and Governance Committee TOR to be revised to provide for the following: <ul style="list-style-type: none"> <li>• Governance Committee to recommend competency matrix for each Statutory Committee</li> <li>• Board to approve competency matrix</li> <li>• Gov Cttee to issue call for applications each year from the profession outlining competencies needed</li> <li>• Applicants screening / interview process by staff</li> <li>• Slate of recommended professional appointments put forward to Governance Committee / Board for approval</li> </ul>	Request the Ministry work with the College to implement the following: <ul style="list-style-type: none"> <li>• Advise Ministry of Board approved competency matrix that need to be filled by public appointments</li> <li>• Request opportunity for screening by Governance Committee of professional and public members of Board</li> </ul> <p><b><i>To be implemented following positive response from Ministry</i></b></p>
Permanent Appointment Process	
<ul style="list-style-type: none"> <li>• Same as above</li> </ul>	Request the Ministry work with the College to implement the following: <ul style="list-style-type: none"> <li>• Same as above, but add the ability of the College to recruit public members directly if Ministry unable to provide names in a timely fashion, so as to ensure that all Statutory Committee positions can be filled at all times</li> </ul> <p><b><i>To be implemented following positive response from Ministry</i></b></p>

***The proposed processes included these last two pages would be “food for thought” for the team working on implementing the Legislated Changes and accompanying Transition Plan.***



College of  
Dietitians  
of Ontario

## College of Dietitians of Ontario (CDO) Land Acknowledgement

Council attachment 0.0

We acknowledge that the College of Dietitians of Ontario's office is located on the traditional territory of many nations including the Mississaugas of the Credit, the Anishnabeg, the Chippewa, the Haudenosaunee and the Wendat peoples and is now home to many diverse First Nations, Inuit and Métis peoples. We also acknowledge that Toronto is covered by Treaty 13 with the Mississaugas of the Credit.

We are acknowledging the traditional keepers of these lands as part of a deeper commitment to Ontario's Indigenous communities. As provincial health regulators, we have a large role to play in reconciliation to meet the broader goal of public protection.

### Mission

The College of Dietitians of Ontario regulates dietitians for public protection.

### Vision

The College of Dietitians of Ontario delivers regulatory excellence to contribute to the health of Ontarians.

### Values

Integrity | Collaboration | Accountability | Transparency | Innovation

## Council Action List

Actions as of June 3, 2022				
Meeting Date	Agenda Item	Action	Status	Notes
<a href="#">March 24, 2022</a>	9.0 Budget	Council review of Reserve Fund Policy	In progress	Policy on June Council Agenda
	10.0 Insulin position statement	Publish statement and guidelines on CDO website	Complete	<a href="#">Webpage</a> created
		Communicate policy to stakeholders	In progress	Practice Scenarios & Reg Talks for RDs promoted and scheduled for June 22 & 23, 2022
		Create public-facing policy document	In progress	Public Explanatory Document to be considered by Citizen Advisory Group on June 2, 2022
	11.0 Determining Practice Hours Policy	Circulate for consultation	Complete	Policy on June Council Agenda
<a href="#">March 25, 2022</a>	5.0 CPMF	Post CPMF	Complete	Posted March 31, 2022
	9.0 Governance Committee - EDI duties	Include updated term of reference in the Governance Manual and Bylaw	Complete	

<b>Goal 1: Regulatory Effectiveness &amp; Performance Measurement</b>	<b>Goal 2: Transparent &amp; Effective Communications</b>	<b>Goal 3: Risk-Based &amp; Right Touch Regulation</b>	<b>Goal 4: Governance Modernization &amp; Enhancing Public Trust</b>
			
<b>The CDO will Measure and Report our Regulatory Performance to the Public</b>	<b>The CDO will Communicate Effectively to Support Understanding of our Mandate, Services &amp; Resources</b>	<b>The CDO will Make Decisions in Accordance with a Risk (Harm Reduction) Framework</b>	<b>The CDO will Update its Governance Model in Accordance with Evidence-Based Practices</b>

These four goals will be accomplished through the following strategies:

<ul style="list-style-type: none"> <li>• Enhance IT systems and data governance to support data collection, analysis, reporting and security.</li> <li>• Convey information about College effectiveness in clear, concise, transparent, and accessible reporting formats.</li> </ul>	<ul style="list-style-type: none"> <li>• Increase our understanding about the public and RDs and use learnings to design communication and educational initiatives.</li> <li>• Enhance College consultation, outreach processes, and communication methods in a way that considers equity, diversity and inclusion (EDI), and right-touch regulation.</li> <li>• Refresh College branding and use communication methods that are engaging, accessible and meet the evolving needs of the public, members, and other groups we engage with.</li> </ul>	<ul style="list-style-type: none"> <li>• Develop risk-based and right-touch regulation tools and processes for College decision-making.</li> <li>• Align standards and resources for Registered Dietitians with risk-based, right-touch and EDI principles.</li> <li>• Leverage organizational data and external information to identify and act on areas of risk.</li> </ul>	<ul style="list-style-type: none"> <li>• Implement governance initiatives that promote regulatory excellence, accountability and EDI principles.</li> <li>• Operationalize EDI in College processes, policies and decision-making.</li> </ul>
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