ONTARIO ASSOCIATION OF OPTOMETRISTS

OAO Board Director Handbook



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OAO DIRECTOR HANDBOOK INTRODUCTION

For over 100 years, the Ontario Association of Optometrists (OAO) has been the leading voice of more than 2,000 optometrists in our province. We are dedicated to helping our members provide the highest standard of eye health and vision care for Ontarians while driving the profession of optometry forward at the government, regulatory and public levels. We work to increase awareness and understanding of the role optometrists play in ensuring the health of their patients.

PURPOSE OF THIS HANDBOOK

This handbook is intended to give general members, potential nominees, new and current members of the Board, committee members, and staff an overview of Directors' roles and responsibilities, Board construct, meeting process, and the role of the CEO and staff. It is not a replacement for a thorough reading of OAO By-Law and Governance Policies (see Notes).

OAO staff will direct new Board members to orientation resources and will provide details regarding an in-person orientation session for the purposes of preparing for the first Board meeting.

ROLE OF THE BOARD OF DIRECTORS

The Board of Directors has a multifaceted role. Its fiduciary role includes the oversight and stewardship of the operations and assets of the OAO and staying true to its mission: to be the essential resource for optometrists to thrive in their profession. The strategic role of the board is to ensure the programs and services offered by the OAO fulfill the short-term goals of the OAO. The generative role is acting now to ensure the long-term sustainability of the OAO. By offering leadership and maintaining focus on the OAO's mission, the Board ensures the organization remains the essential resource for optometrists.

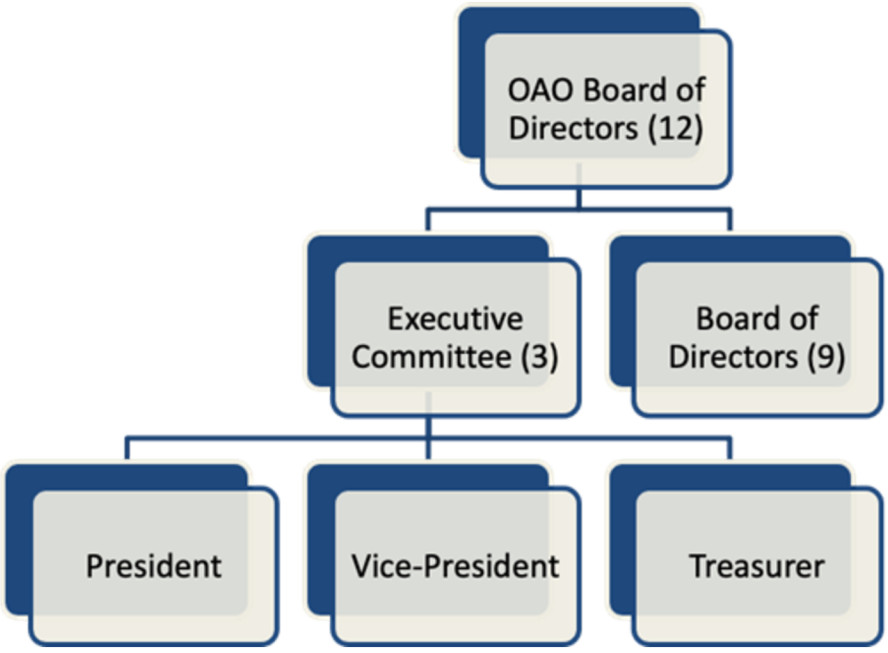
Directors must maintain strict confidentiality on Board matters and sign a Confidentiality Agreement once elected. Directors must also disclose any potential conflicts and recuse themselves from related discussions or votes. A Conflict of Interest (COI) Disclosure Form is completed annually.

The OAO develops a Strategic Plan once every 3 years, the objectives of which are meant to serve as the strategic orientation for the organization. The Strategic Plan is created with input from Board members, consultation with optometrists from across the province, and other stakeholders. The current strategic plan can be found here: https://optom.on.ca/strategic-plan/

STRUCTURE OF THE BOARD OF DIRECTORS

The Board of Directors consists of 12 members, each elected for a 3-year term by the members at the Annual Meeting (AM), following OAO Governance Policies and By-Law. The terms are staggered so that 4 directors are elected each year. A Director can serve up to 3 consecutive terms. The board aims to represent a diverse range of experience, practice models, and geographic locations.

From within the Board, members elect 3 Directors to be Officers (President, Vice-President, and Treasurer) to form the Executive Committee. The Board may also elect a Past President (the year after active presidency) and a Corporate Secretary (who may or may not be a director and may be the CEO). The board also appoints one Canadian Association of Optometrists (CAO) representative and representatives to other councils as needed.



BOARD MEETINGS

The OAO Board of Directors meets quarterly, with additional meetings scheduled for training or urgent issues as needed. Quarterly meetings (May, August, November, and February) are typically in person and span 1.5-2 days. Additional meetings are often virtual and are more variable in length.

A quorum for the transaction of business at meetings of the Board shall be at least two-thirds (2/3rd) of the Directors. No business shall be conducted at any meeting of the Board unless a quorum of Directors is present throughout the meeting. Meeting agendas should focus on furthering strategic goals without focusing on operational tasks to ensure effective and efficient meetings.

Directors are expected to attend the OAO annual symposium. The director's travel and lodging, as well as symposium registration costs, are expensed according to OAO policy.

COMMITTEES

Directors may be expected to serve on one or more committees. These committees may meet at the discretion of the committee chair several times per year, usually for 2-3 hours per meeting. The chair of the committee is responsible for preparing a committee report outlining the work completed by the committee since the last Board meeting.

The OAO has 4 standing committees:

1. The Executive Committee (President, Vice-President & Treasurer) (EC) acts on behalf of the Board or as otherwise required by the Board, particularly between meetings and in times of urgency.

2. The Finance & Audit Committee (F&AC) supports the Board in governing and overseeing OAO's finances.

3. The Governance Committee (GC) identifies, promotes, and takes on activities designed to help the Board of Directors govern with excellence and comply with legislation and regulations.

4. The Board Development Committee (BDC) assesses the current skills and competencies of the Board and recruits potential candidates to serve as Directors.

Other committees and working groups (ad hoc committees) may be formed based on the needs of the association. Ad hoc committees for this session are as follows:

Communications and Marketing Committee (CMC): The CMC works to ensure the input of OAO Member-Optometrists is considered in the creation, development and execution of OAO Communications and Marketing campaigns, consistent with the priorities of the Association, as set out in its Strategic Plan and/or determined by the Board.

Optometric Services Committee (OSC): The mandate of the OSC is to provide a forum for ongoing consultation and to discuss eyecare policy with the Ministry of Health (MOH). The OSC and MOH work collaboratively in the implementation of any fee schedule changes, monitoring of expenditures and utilization changes, and discussion of changes to the direct referral systems between optometrists and other health professionals. The Committee adjourns during times of government negotiation to become the OHIP Negotiating Committee (NC).

Political Action Committee (PAC): The PAC works to create and sustain a grassroots advocacy network comprised of OAO Members. This network will help recruit, train, engage, and support OAO Members so that they can effectively advocate to advance the public policy priorities of the Association, as set out in its Strategic Plan and/or determined by the Board.

Continuing Education (CE) Working Group (CEWG): The CEWG assesses the needs of members to help shape the development of the annual education curriculum offered by the Association.

RULES OF ORDER DURING BOARD & COMMITTEE MEETINGS

Rules of order ensure that the meetings of the Board & committees are purposeful and efficient and are carried out with fairness, reasonableness, and good faith toward all who participate. These rules ensure motions are brought forth and voted upon in an orderly way.

Nathan & Goldfarb's Company Meetings for Share Capital and Non-Share Capital Corporations are used as a guideline in assisting the chair in conducting the business of the Board. A detailed summary of these rules can be found in the Governance policies.

HONORARIUMS AND EXPENSES

Members of the Board serve in a voluntary capacity, and Directors do not receive a wage for their governance responsibilities. Honorariums are given in recognition of specific service or participation and are considered a gesture of appreciation. All honorariums are subject to approval in accordance with the OAO's policies. Some costs are expensed according to Appendix B OAO Compensation Schedule Honorariums and Reimbursement of Expenses in the OAO Governance Policies.

ROLE OF THE CEO AND OAO STAFF

The CEO manages the day-to-day operations of the OAO and is responsible for hiring staff and evaluating performance. The board is responsible for hiring and evaluating the CEO. Board members interact with the CEO and staff as needed to fulfill their roles, but are not involved in human resources decisions except in the case of the CEO.

For a complete list of current OAO staff, see the Directory in the "Contact Us" section on the OAO website at: https://member.optom.on.ca/contact-us/

NOTE

For a summary regarding the Board's election process, see Governance > Becoming a Board Director > Running for the OAO Board of Directors.

This document is intended as an overview only. In case of inconsistency, the OAO By-Law and Governance Policies take precedence: see OAO Website (Member Section)>Governance>Governance Documents>OAO By-Law and Governance Policies.

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