ONTARIO ASSOCIATION OF OPTOMETRISTS

GOVERNANCE POLICIES

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This Governance Manual is to be read in conjunction with the Ontario Association of Optometrists' (OAO) By-Law. Defined terms have the meaning set out in the OAO By-Law, unless otherwise defined in this Governance Manual.

1. GOVERNANCE PROCESS

1.A GOVERNING STYLE

The Board is responsible to govern the affairs of the OAO and the Board shall govern the OAO in accordance with its Articles, By-Law, Governance Policies and applicable laws and regulations, and by:

1. Adhering to a model of good governance with a view to its fiduciary, strategic and generative duties as follows:

    (a) Fiduciary – providing oversight and stewardship over the OAO's assets and acting at all times in the best interest of the OAO.

    (b) Strategic – in partnership with staff, providing foresight and guiding the strategy of the OAO including development and oversight.

    (c) Generative - considering and framing issues in accordance with the OAO's mission and vision and strategic priorities with a view to long term sustainability as well as the emerging trends and forces in the environment.

2. Focusing chiefly on intended long term impacts (organizational priorities) and not on the administrative or programmatic means of attaining those priorities.

3. Establishing of organizational values and policies.

4. Monitoring and regularly reviewing Board processes and performance, and ensuring continuity of good governance through retraining and redevelopment.

5. Proactively developing and reviewing policies.

6. Governing the OAO honestly and in good faith by exercising their best care, skill and judgment for the benefit of the OAO.

1.B BOARD COMPOSITION AND DIRECTORS' QUALIFICATIONS

This Policy has been developed to assist the Board Development Committee to identify and continuously assess objective recruitment criteria for prospective members of the Board.

Board Composition

OAO Directors shall be elected in accordance with the By-Law.

At any time, there shall be a maximum of one (1) Director who is:

1. An optometrist who no longer holds a certificate of registration to carry on the practice of optometry in Ontario because of retirement but has been a Member of the OAO for at least five (5) years immediately prior to retirement;

2. An optometrist who is a full-time faculty member of a school of optometry in Ontario and has held such teaching position for at least one (1) full school year; or

3. An optometrist who is engaged in full-time vision-related research at a non-profit Ontario health institution.

The remaining Directors must not fall under any of the above criteria.

Directors' Qualifications

In addition to the qualification requirements set out in the By-Law, each Director must:

4. be a Member of the OAO. Affiliate Supporters and Honourary Supporters are not eligible to serve as Directors;

5. possess the requisite skills, experience and expertise to serve on the Board; and

6. be eligible to serve a full three (3) year term as a Director.

The Board shall be comprised of individuals possessing a range of competencies, attributes, experience, and knowledge as determined by the Board from time to time. The Board shall strive for a composition which reflects the diversity of the OAO membership.

1.C ELECTION OF THE BOARD OF DIRECTORS

The Election of the Board of Directors shall take place at the Annual Meeting (the Meeting) in accordance with the OAO's By-Law.

This election shall be presided over by the CEO or in the absence of the CEO, a neutral designate, to be called the Chief Returning Officer (CRO). A neutral designate who shall not be a Member of the OAO or an employee of the OAO shall be the Assistant Returning Officer (ARO). The neutral designate shall be appointed by the chair of the Meeting.

Election Platforms

The Board Development Committee (Committee) shall, at least sixty (60) days before the Election of Directors, initiate a survey of the Members to identify "critical issues" pertinent to the OAO and relevant to the election, which shall remain open to members for fourteen (14) days. The Committee shall, after the closing of the survey, collate the responses and facilitate a process where candidates for the Board have an opportunity to communicate to the Members their reasons for standing for election and their perspectives on "critical issues". Nominees shall have fourteen (14) days to compose their answers to the Member questions. These responses, which will be incorporated into the election platforms, shall be posted on the OAO website and also communicated to Members no later than twenty-one (21) days prior to the election.

Nominations

Nominations for the position of Director shall take place in accordance with the OAO By-Law. The prescribed form shall, at a minimum, include designated spaces for the date of nomination, the name and signature of the nominee, their primary home address (for the purpose of determining Electoral Ward), and the name and signature of the supporting Member. The current year's form shall be transmitted to all Members by the CRO at least sixty (60) days before the election in the form of a Call for Nominations.

The deadline to receive these nominations is, as set out in the By-Law, thirty (30) days before the election and shall be specified in the Call for Nominations.

Conduct by Candidates

Once duly nominated and after their completed election profile is posted to the OAO website and communicated to the Members, a nominee shall become a candidate. During the election process, candidates shall:

- Adhere to the OAO's Code of Conduct;
- Restrict their campaign material and communication to issues which are pertinent to the OAO or the practice of optometry in Canada and Ontario; and
- Adhere to all By-Laws and Policies of the OAO, including those which apply to Directors.

Proxies

1. Members may vote at meetings of the Members by proxy in accordance with section 8.11 of the By-Law.

2. A proxy must be sent directly (by the Member only) by fax, email, courier or Canada Post to the secretary of the meeting as well as the proxy holder.

3. The iny form must have the Member's contact information so the OAO can verify, if need be.

Voting

Proxies shall be deposited with the secretary of the meeting prior to a meeting of the Members in accordance with Section 8.11(e) of the OAO's By-Law and the aforementioned procedure set out under Proxies.

In accordance with section 8.09 of the By-Law, the method of voting at any meeting of the Members shall be determined by the chair of the meeting prior to the vote being taken

Where the chair determines voting shall take place by paper or electronic ballot, Members attending in person and eligible to vote shall be provided with a ballot which shall list the names of the candidates in alphabetical order by surname. The ballot shall clearly specify the maximum number of names able to be voted for on the single ballot. Members may vote for any number of candidates at or below the maximum number. Ballots shall be deposited with electoral staff, designated by the CRO, at voting booths, after staff check the identification of the voting Member/Proxy holder (any form of government-issued photo ID is acceptable) and strike their name from the voter's roll.

The votes shall be counted by the CRO and ARO, and the candidates shall be ranked in order of votes received. Any ballot with more boxes marked than the maximum allowed shall be declared spoiled. Any ballot spoiled or declared illegible by either the CRO or ARO shall be set aside and not count towards the total of votes cast. The top-ranked candidates shall be declared elected in accordance with the number of positions open for election. However, if the highest-ranked eliminated candidate received five (5) votes or fewer than the lowest-ranked elected candidate(s), a recount of votes shall take place with respect to the affected candidate(s) only; ballots declared spoiled or illegible shall not be reconsidered once set aside. The numbers of votes tallied by the recount shall be final.

After a recount, in the case of a tie between two or more candidates where one or more candidates involved would be eliminated, the affected candidates shall be gathered together in front of the CRO and ARO. Their names shall be written on equal sized pieces of paper of the same colour, the papers placed in a box, the box shaken, and the ARO draws a number of names in accordance with the number of positions available, and they are declared the winner(s). For any other situation where there is a tied number of votes after a recount and a winner is needed for ranking or other purposes, this procedure shall be followed.

If the number of candidates elected is in contravention of Section 5.03(b) of the OAO By-Law (re: Electoral Ward), meaning a majority of Directors elected are from the same Electoral Ward, the candidate from that Electoral Ward with the lowest number of votes shall be eliminated.

Ballots shall be kept secure at the OAO's Office by the CRO or other designate for a period of thirty (30) days following the election, whereupon they will be destroyed.

Role of CRO

The CRO, as the presiding officer of the election, has the power to enforce all rules herein and has discretionary power to decide any points of order or procedure raised during the election for which this Policy does not provide. The CRO shall remain neutral and enforce all rules herein without prejudice. Decisions of the CRO regarding election procedure shall be final and not open to appeal.

1.D CONFIDENTIALITY

Pursuant to Section 6.03 of the OAO By-Law, Directors must respect the confidentiality of matters brought before the Board or any Committee of the Board, or brought to his or her attention during the course of his or her duties as a Director.

The purpose of this Policy is to safeguard the privacy and protect confidential information of the OAO and ensure that the OAO's Confidential Information is not disclosed or otherwise used by Directors or Committee members in an improper or unauthorized manner. This policy applies to Directors and members of Committees established by the Board, who may be Directors or non-Directors, both during and after their service on the Board and/or Committee. References in this policy to "Director" shall also apply to Committee members.

General provisions

1. Every Director shall keep confidential and not to disclose to anyone, including Members of the OAO, during and after their service on the Board or Committee, any Confidential Information in an improper or unauthorized manner. For the purpose of this Policy, "Confidential Information" includes all direct or indirect information acquired pertaining to the business, affairs, operations and programs of the OAO, including, but not limited to:

    (a) All matters, materials and information relating to the business, affairs, operations and programs of the OAO;

    (b) Membership information, including personal information such as names, addresses, telephone numbers, email addresses, etc.;

    (c) Strategic, tactical or program information pertaining to OAO's personnel or competitive position;

    (d) Current or potential litigation involving the OAO;

    (e) All written materials, including reports, policies, program descriptions, sponsorship information, operational details, and best practices;

    (f) All electronic information, including mailing lists, information shared on list servers, information available on the internal website and passwords providing access to this information;

    (g) Performance of management executives, including evaluations, compensation, contract or employment conditions, and management succession plans; and

    (h) Legal advice received by the OAO, either in writing or verbally.

2. All Directors are required to sign an initial acknowledgement upon election and an annual acknowledgement of his/her agreement to safeguard privacy and protect confidential information of the OAO in accordance with the terms of this Policy.

Failure to Safeguard Privacy and Confidentiality

3. Where there has been a failure on the part of a Director to comply with the terms of this Policy, the Board shall consider the extent to which the Director or

Committee member is in breach and determine the appropriate course of action, if any, which may include:

(a) a verbal discussion with the Director;

(b) a written reprimand to the Director;

(c) request for voluntary resignation of the Director;

(d) recommendation by the Board to the Members of the OAO that a Director be removed as a Director of the OAO; or

(e) any other sanction as may be determined in the Board's sole discretion.

Confidentiality Obligations of Guests

Any guests invited by the Board to a meeting of the Board or meetings of any Committee of the Board may not access, use, disclose or discuss with another person or entity, the OAO's Confidential Information or use the OAO's Confidential Information for their own purposes or for any purpose other than for the benefit of the OAO, unless such access, use or disclosure is authorized by the Board or legally required.

Public Communications

The President and the CEO shall be the spokespersons for the OAO.

Other than the President and the CEO, no Director or Committee member may make any statement within or outside the OAO or to the press or the public on matters brought before the Board and/or Committee unless authorized by the Board

1.E CONFLICT OF INTEREST

This Policy is made pursuant to Article 14 of the OAO's By-Law.

Directors and Officers must exercise the utmost good faith in all transactions and decisions involved in their duties, and must not use their positions with the OAO, or knowledge gained therefrom, for personal benefit or the benefit of any third party. The interests of the OAO must be the first priority in all decisions and actions. Directors and Officers have a paramount responsibility in promoting and preserving the interests of the OAO and must avoid any Conflicts of Interest between themselves and the OAO. The purpose of this Policy is to:

- protect the OAO's interests and the integrity of the Board of Directors;
- ensure that Directors and Officers do not use their position in the OAO for personal benefit or for the benefit of any third party, either directly or indirectly, financial or otherwise; and
- help Directors and Officers identify situations that present potential Conflicts of Interest and set out a procedure to provide for the proper handling of Conflicts of Interest.

Every Director and Officer shall perform his/her duties and arrange his/her personal affairs in such a manner that confidence and trust in the integrity, objectivity and impartiality of the OAO are maintained. Directors and Officers are expected to avoid to the extent possible and disclose ethical, legal, financial, or other Conflicts of Interest involving the OAO, and excuse themselves from decision-making in respect of any matter in which the Director or Officer is in conflict.

For the purpose of Article 14 of the OAO's By-Law and this Policy, "Conflict of Interest" includes actual, potential, perceived and systemic conflict of interests as follows:

1. *Actual Conflict of Interest* – exists when a Director or Officer has (directly or through one of his/her Associates) a private interest that is sufficiently connected to his/her duties and responsibilities that it influences the exercise of these duties and responsibilities.

2. *Potential Conflict of Interest* – exists when a Director or Officer has (directly or through one of his/her Associates) a private interest that could influence the performance of duties or responsibilities, provided that the duty or responsibility has not yet been exercised.

3. *Perceived Conflict of Interest* – exists when reasonably well informed persons could properly have a reasonable belief that a Director or Officer (directly or through an Associate) has an Actual Conflict of Interest.

4. *Systemic Conflict of Interest* – may exist where a Director or Officer is a director, officer or shareholder or otherwise holds a position of influence in another organization that may have competing interests to the OAO, for example, Directors appointed to the Board through political office, municipal right of appointment, or through their position on another corporation Board.

Examples of Conflict of Interest

5. A Conflict of Interest includes a conferral of an advantage as determined in the opinion of the Board:

   (a) whether or not the advantage is monetary;

(b) whether the conferral has already occurred or will occur in the future;

(c) whether the advantage has been bestowed on the Director, Officer or an Associate;

(d) whether or not the advantage is to the actual or perceived detriment of the OAO; and

(e) whether or not the conferral has occurred intentionally.

6. Conflict of Interest may include, without limitation, the following:

(a) *Pecuniary or financial interest* – a Director or Officer is said to have a pecuniary or financial interest in a decision when the Director or Officer (or an Associate) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations. However, normal business practices, such as meetings over meals, corporate items given to participants in meetings and conferences, or token hosting gifts, etc., may be acceptable, as long as they are of nominal value and promote the OAO's interests;

(b) *Personal relationship* – a Director or Officer has a non-arm's length relationship with an Associate who may stand to gain by a decision of the OAO, either in the form of money, gifts, favours or other special considerations; or who has a direct or indirect financial interest in another corporation with which the OAO is doing business;

(c) *Competing interest* – A Director, Officer and his/her Associates may not have any significant financial or other interest or relationship with any organizations which receive gifts, grants or funds for charitable programs from the OAO, or any organization with which the OAO has a working relationship in conducting the OAO's programs (e.g., in a joint venture or partnership relationship);

(d) *Conflicting duties* – a Director or Officer serves as a director, officer or employee of an entity which results in there being conflicting duties owed to that entity and to the OAO;

(e) *Undue influence* – interests that impede a Director or Officer in his or her duty to promote the best interest of the Corporation, participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies and organizations, professional groups, or client from particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Director's or Officer's entrusted responsibility to the Corporation;

(f) *Adverse interest* – a Director or Officer is said to have an adverse interest to the Corporation when that Director or Officer is a party to a claim, application or proceeding against the Corporation; and

(g) *Apparent/perceived Conflict of Interest* – where a reasonable person could believe that a Director's or Officer's conduct creates an appearance of a Conflict of Interest.

Disclosure Requirements

7. Each Director and Officer shall, within thirty (30) days of initial election or appointment to the Board and annually thereafter as long as the Director or Officer remains in office, complete an Acknowledgement and Disclosure Form (attached as Appendix A) confirming compliance with the By-Law and this Policy and identifying any relationships or circumstances which the Director or Officer believes could give rise to a Conflict of Interest. Acknowledgement and Disclosure Forms will be uploaded and kept up to date in a secure online platform accessible to Directors and the CEO only.

8. A Director or Officer who is or believes he/she may be in a position of an actual, potential or perceived Conflict of Interest, shall disclose, in writing or request to the have such disclosure entered into the meeting minutes, such conflict to the Board by notification to the President at the earliest possible time, and at the Board meeting at which the contract, transaction, matter or decision is being considered. If the Director or Officer or his/her Associate becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director or officer shall make a declaration at the next Board meeting following the Director's or Officer's perception or apprehension of a Conflict of Interest. Where the President has a conflict, the conflict shall be disclosed to the Vice-President. The disclosure shall be sufficient to disclose the nature and extent of the Conflict of Interest.

9. Where a Director or officer is unsure whether he/she is in a Conflict of Interest, the Director of Officer must raise the potential conflict with the Board, and the Board will determine by majority vote whether it feels that there is a Conflict of Interest. The interested Director or officer may not vote on whether or not there is a Conflict of Interest.

10. If requested by the Board, the President may make recommendations to the Board on whether or not a Director or Officer is in a Conflict of Interest situation. However, the final decision on whether a Director or Officer is in a Conflict of Interest shall be made by the Board in accordance with this Policy.

11. At the beginning of each Board meeting, the President shall ask and have recorded in the minutes whether any Director or Officer has a conflict to declare in respect of any agenda item.

12. Whenever substantial changes occur that a Director or Officer believes may materially alter the information disclosed in his/her most recent Acknowledgement and Disclosure Form, the Director or Officer shall promptly report such changes by submitting a new Acknowledgement and Disclosure Form to the CEO.

13. Where a Director or Officer is found to be in a Conflict of Interest, the interested Director or officer shall not vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting, on a contract, transaction, matter or decision, nor shall the Director or Officer be counted in any required quorum with respect to the vote.

Conflict of Interest Concern from Another Director or Officer

14. Where a Director or Officer believes that another Director or Officer is in a Conflict of Interest, the concerned Director or Officer shall communicate the concern to the President in advance and/or at the meeting where the contract, transaction, matter or decision is being considered and shall have the concern recorded in the minutes. If the Director or Officer who is the subject of the concern is the President, then the concern shall be reported to the Vice-President.

15. The Director or Officer perceived to be in a Conflict of Interest shall have the right to address the Board with respect to the concern.

16. The Board may determine whether the Director or Officer is in a Conflict of Interest. The Director or Officer who is the subject of the Conflict of Interest shall:

    (a) refrain from participating in any discussions on the determination of the Conflict of Interest;

    (b) refrain from voting on any motion related to the determination;

    (c) withdraw from a meeting while the matter is discussed or voted upon; and

    (d) not attempt in any way, whether before, during or after the meeting, to influence voting on the matter.

17. If the Board finds that a Director or Officer is in a Conflict of Interest, the interested Director or Officer shall not vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting, on a contract, transaction, matter or decision, nor shall the Director or Officer be counted in any required quorum with respect to the vote.

Breach of Policy

18. Where there has been a failure on the part of a Director or Officer to comply with the terms of this Policy, the Board shall consider the extent to which the Director, Officer or Committee member is in breach and determine the appropriate course of action, if any, which may include:

    (a) a verbal discussion with the Director or Officer;

    (b) a written reprimand to the Director or Officer;

    (c) request for voluntary resignation of the Director or Officer;

    (d) recommendation by the Board to the Members of the OAO that a Director or Officer be removed as a Director or Officer of the OAO; or

    (e) any other sanction as may be determined in the Board's sole discretion.

Information concerning the private interests of Directors and Officer provided to OAO in accordance with this Policy shall be treated in complete confidence to the extent possible and in accordance with the terms of any privacy policy of the OAO in place from time to time.

Committees

The procedures for declaring and addressing a Conflict of Interest under this Policy shall apply also to matters before any Committee, with declaration to the Committee chair and determination of Conflict of Interest to be made by the respective Committee.

1.F DISCLOSURE STATEMENT

Within thirty (30) days of election and annually thereafter for as long as the Director or Officer remains in office, he or she shall complete an Acknowledgement and Disclosure Form (attached as Appendix A) confirming that he or she will comply with the terms of the By-Law and the Governance Policy Manual, and identifying any relationships, positions or circumstances in which the Director may be involved that may give rise to a Conflict of Interest as defined in the By-Law and Policy 1-E.

1.G HONOURARIUMS AND EXPENSES

A Director may be paid reasonable remuneration and be reimbursed for reasonable expenses from time to time in performing his or her duties.

A Compensation Schedule, shown in Appendix B, shall be adopted by the Board from time to time and applied in accordance with the Policy set out below.

Compensation and Honourarium for President and Vice-President

1. **President**

   (a) The President shall receive an annual compensation for each year served, paid through payroll (vacation pay and statutory deductions are made), on a biweekly basis at the rate set out in the Compensation Schedule. This payment is in recognition of all OAO business conducted during his/her term in office. This will include participation on various committees, duties as Eye Health Council of Ontario (EHCO) Representative, OLF attendance, attendance at meetings, regional meetings and regular attendance at OAO Board and members' meetings.

   (b) Additional honourarium will require Board approval.

   (c) Attendance at or participation in meetings will not qualify for additional compensation or honourarium.

2. **Vice President**

   (a) The Vice President shall receive an annual compensation for each year served, through payroll (vacation pay and statutory deductions are made), on a monthly basis at the rate set out in the Compensation Schedule. This payment is in recognition of the additional planning and preparation required.

   (b) Attendance at or participation in meetings will not qualify for additional compensation or honourarium. (Effective as of May 1, 2022)

Annual Stipend

3. The President and Vice President shall be paid an annual stipend to be used for personal costs related to computer/internet/email/cell phone expenses associated with carrying out their duties on the Board up to a maximum of the rate set out in the Compensation Schedule. The annual stipend shall be paid annually following the first Board meeting after the commencement of the term of Directors.

4. The amount of annual stipend to be paid to the President and Vice President shall be reviewed and set by the Board at the last regularly scheduled meeting each year. If no change in the amount is specified in advance of the beginning of the year, the amount paid in the previous year shall continue to be paid.

Compensation and Honourarium for Directors and Past President

5. **Directors** (i.e., Directors other than the President and Vice President referred to above)

(a) Attendance at or participation in meetings is eligible for an honourarium at the rate set out in the Compensation Schedule.

6. **Past-President**

(a) Attendance at or participation in meetings is eligible for an honourarium at the rate set out in the Compensation Schedule.

Compensation and Honourarium for Committees

7. Attendance at or participation in meetings is eligible for an honorarium at the rate set in the Compensation Schedule.

8. The Committee Chair will be compensated at the rate set in the Compensation Schedule, which will be different than the rate of Committee Members, to reflect the additional responsibilities and scope of a chair's role.

Eligibility for Honorarium

9. **Directors**

(a) A half day meeting means attendance at a meeting that lasts for at least 2 hours, but less than 4 hours.

(b) A full day meeting means attendance at a meeting that lasts over 4 hours.

(c) Travel time is not considered in the calculation of hours.

(d) Compensation for participation in a teleconference meeting of the Board is set at the fixed rate in the Compensation Schedule regardless of the duration of the call.

(e) All hours, irrespective of the time of day (day or evening) are included in calculation.

(f) All days of the week are included in calculation.

(g) All attendance, irrespective of whether in person or by remote access (conference call, web conference, etc.) are included in calculation.

(h) Compensation for preparation time means review of pre-circulated materials background and reading materials contained within a meeting package for a duration of greater than 2 hours.

10. **Committees**

(a) A half day meeting means attendance at a meeting that lasts for at least 2 hours, but less than 4 hours.

(b) A full day meeting means attendance at a meeting that lasts over 4 hours.

(c) Travel time is not considered in the calculation of hours.

(d) Compensation for participation in a teleconference meeting of a Committee is set at the fixed rate in the Compensation Schedule with meetings under

three (3) hours at one rate and those greater than three (3) hours in duration at a different rate.

(e) All hours, irrespective of the time of day (day or evening) are included in calculation.

(f) All days of the week are included in calculation.

(g) All attendance, irrespective of whether in person or by remote access (conference call, web conference, etc.) are included in calculation.

(h) Compensation for preparation time means review of pre-circulated background and reading materials contained within a meeting package for a duration of greater than 2 hours.

(i) Honourarium rate for Committee participation is based on the role being fulfilled during the meeting, and in the case of a Director, not his/her position on the Board (e.g., Vice President participating on a Committee will be entitled to the honorarium of a Committee member).

Review of Compensation and Honourarium Rates

The amount of annual remuneration to be paid to Directors, Committees, the President and Vice President shall be reviewed and set by the Board at the last regularly scheduled meeting each year. If no change in the amount is specified in advance of the beginning of the year, the amount paid in the previous year shall continue to be paid.

Reimbursement of Expenses

A Director or Committee Member may be reimbursed for reasonable out-of-pocket expenses incurred in performing his or her duties. It is expected that discretion and good judgment to minimize costs is used. Receipts are required.

Out-of-pocket expenses for travel while on OAO business will be reimbursed. Such expenses eligible for reimbursement will generally include accommodations, meals and travel. The following conditions will apply:

1. Approval to attend the function and mode of transportation has been gained in advance by the President or Chief Executive Officer.

2. Expense claim form is completed and original receipts are included.

3. Expenses for accompanying spouse and/or guest(s) cannot be claimed.

4. Flights - economy or coach class and cost of one (1) check-in bag.

5. Auto rental - mid-size or smaller.

6. Food budget – at the rate set out in the Compensation Schedule.

7. Mileage for use of personal auto shall be set according to current CRA guidelines. Google maps are to be used to show distance to and from location.

Travel Expenses for Symposium and Annual Meetings (Directors Only)

1. Directors are required to make their own travel arrangements to and from the annual symposium and Annual Meetings.

2. Reimbursement for travel will be applied in accordance to the same rules as a Board meeting.

Registration for Annual Symposium and Annual Meeting

1. Directors are required to attend OAO Annual Meetings and annual symposiums.

2. Registration for the annual symposium program will be paid by OAO on behalf of all Directors.

3. Hotel accommodation will be paid by OAO for all Directors, starting on the evening prior to the first day of the annual symposium and ending on the final day of the symposium. A standard hotel room will be provided.

4. Directors will be responsible for the differential cost of any upgrades from a standard hotel room to a suite.

5. Directors will be responsible for all gratuities, meals, Wi-Fi, movies and room service costs incurred during their participation at the OAO Annual Meeting and annual symposiums.

1.H ROLES AND RESPONSIBILITIES OF OFFICERS

The purpose of this Policy is to set out the roles and responsibilities of the Officers of the OAO.

1. **President**

(a) Qualification requirements:

(i) The President shall be elected in accordance with Article 10 of the By-Law for a one (1) year term, renewable for a maximum of three

(ii) consecutive years.

(iii) Where possible, the Director elected as President should have served at least one (1) term as Vice-President of the OAO.

(b) The duties of the President shall be as follows:

(i) to call meetings of the Board;

(ii) to preside and chair all meetings of the Board and the Members, and to ensure the fairness, objectivity and completeness of matters occurring at such meetings;

(iii) to report at each annual meeting of Members concerning the operations of the OAO;

(iv) to preside as chair of the Executive Committee;

(v) to communicate with Members, Affiliate Supporters and Honourary Supporters on behalf of the Board;

(vi) to act as the spokesperson for the OAO and represent OAO to stakeholders, governments and the public;

(vii) to be one of the OAO's Eye Health Council of Ontario Representatives; and

(viii) to perform such other duties as may from time to time be determined by the Board.

(c) The President shall be entitled to attend and participate at all Standing and Ad Hoc Committee meetings (other than those Committees that the President is appointed by the Board to be a Committee member of) as a guest without the right to vote. The President shall not be counted toward quorum of such Committee meetings.

(d) Upon the expiry of his/her term, the President shall turn over to his/her successor all OAO books, papers, records, documents, instruments and property in his/her charge, or in the absence of a successor being named, deliver such items to the Secretary.

2. **Vice-President**

(a) Qualification requirements:

(i) The Vice-President shall be elected in accordance with Article 10 of the By-Law for a one (1) year term, renewable for a maximum of three (3) consecutive years.

(ii) The election of a Director to the office of the Vice-President should be with the intention that he/she shall subsequently stand for election as President of the OAO.

(b) The duties of the Vice-President shall be as follows:

(i) to fulfill the duties of the President if the President is absent or is unable to perform the duties of office; and

(ii) to perform such other duties as may from time to time be determined by the Board.

(c) Upon notification of the resignation or death of the President, or upon removal of the President from office, the Vice-President shall assume the office of President of the Board without further action for formality until April 30th, at which time a President elected in accordance with Article 10 of the By-Law shall take office.

(d) Upon the expiry of his/her term, the Vice-President shall turn over to his/her successor all OAO books, papers, records, documents, instruments and property in his/her charge, or in the absence of a successor being named, deliver such items to the Secretary.

3. **Secretary**

(a) Qualification Requirements:

(i) The Secretary shall be appointed annually by the Board in accordance with Article 10 of the By-Law, renewable for a maximum of three (3) consecutive years.

(b) The duties of the Secretary shall be as follows:

(i) to attend meetings of the Board, Executive Committee and the Members;

(ii) to keep minutes of all meetings of the Board, Executive Committee and Members, and present the minutes of previous meetings when called upon to do so;

(iii) to enter or cause to be entered in OAO's minute book, minutes of all proceedings at such meetings;

(iv) to give, or cause to be given, as and when instructed, notices to Members, Directors, the Auditor and members of Committees;

(v) To ensure that prior to each regular meeting of the Board, the information package containing the proposed agenda, minutes of relevant past meetings and all documents needed to conduct the business of that meeting are delivered to all meeting attendees no

later than seven (7) calendar days before the date of the meeting, and as time permits, before any meetings called outside the regular Board meeting schedule;

(vi) to be the custodian of the seal of the OAO, which the Secretary shall deliver only when authorized by the Board;

(vii) to be the custodian of all books, papers, records, documents and other instruments belonging to OAO;

(viii) to deliver, or cause to be delivered to his/her successor upon the expiry of the Secretary's term of office, all of the OAO's books, papers, records, documents, instruments and property in his/her charge, or in the absence of a successor being named, he/she shall deliver such items to the President; and

(ix) to perform such other duties as may from time to time be determined by the Board.

(c) Upon the expiry of his/her term, the Secretary shall turn over to his/her successor all of the OAO's books, papers, records, documents, instruments and property in his/her charge, or in the absence of a successor being named, deliver such items to the President.

4. **Treasurer**

(a) Qualification requirements:

(i) The Treasurer shall be elected annually in accordance with Article 10 of the By-Law, renewable for a maximum of three (3) consecutive years.

(b) The duties of the Treasurer shall be as follows:

(i) to be the custodian of the books of account and accounting records of the OAO required to be kept by law;

(ii) to oversee the collection of dues and assessments from Members and Affiliates;

(iii) to oversee the deposit of all monies, securities and other valuable effects in the name and to the credit of the OAO at such chartered bank or trust company or in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time;

(iv) to oversee the disbursement of funds for the OAO as may be directed by proper authority taking proper vouchers for such disbursements;

(v) to submit a financial report on a timely basis at each regular meeting of the Board indicating the financial position of the OAO;

(vi) to submit an annual budget for the OAO to the Board and to the Members;

(vii) to submit an annual audited financial report to the Board and to the Members of the OAO of the financial operations of the OAO;

(viii) to chair the Finance and Audit Committee; and

(ix) to perform such other duties as directed from time to time by the Board.

(c) Upon the expiry of his/her term, the Treasurer shall turn over to his/her successor all of the OAO's books, papers, records, documents, instruments and property in his/her charge, or in the absence of a successor being named, deliver such items to the President.

5. **Past President**

(a) Qualification requirements:

(i) The Past President may be appointed for a term of one (1) year at the first meeting of the Board following the Annual Meeting.

(ii) The Past President must have served as President in the immediately preceding term. In the event that there is no person who has served as President in the immediately preceding term, there shall be no Past President position for that year. For greater certainty, there may be a Past President only during the first year of the office of a President, but not during the second year of office of a President.

(iii) The Past President must be a Member of the OAO at the time of appointment and throughout his/her term as Past President.

(b) The duties of the Past President shall be as follows:

(i) To serve as a consultant and resource to the President and the Board; and

(ii) To perform such other duties as directed from time to time by the Board.

(c) For greater certainty, the Past President is not a Director. However, if the person holding the office of Past President is otherwise elected to the Board, then this person will be a Director pursuant to that election.

6. **Vacancies**

If a vacancy occurs at any time among the Officers, the vacancy may be filled by resolution of the Directors. A person elected to fill a vacancy shall hold office for the unexpired term of the Officer's predecessor and shall not have such term counted towards the total number of years that may be served by that person as an Officer pursuant to this Policy.

1.I ROLES AND RESPONSIBILITIES OF OTHER LEADERSHIP POSITIONS (NOT OFFICERS)

The following outlines the roles and responsibilities of other leadership positions, which are non-Officers of the Corporation.

1. Canadian Association of Optometrists (CAO) Representative

(a) Qualification requirements

(i) The CAO Representative is to be appointed by the Board from among the Directors, having been nominated by at least 1 Director.

(ii) The appointment of the CAO Representative is for a term of two (2) years, so long as the CAO Representative remains a Director of the OAO. In the event the CAO Representative ceases to be a Director of the OAO, he/she shall immediately cease as CAO Representative upon the appointment by the OAO of his/her successor.

(iii) It is acknowledged that it is in the interests of the OAO to enable its members to advance to the office of President of the CAO. To that end, notwithstanding section 1(a)(i) and (ii) above, where a Director who is serving as the CAO Representative has a desire and is willing to seek future election as President of the CAO but has reached the nine (9) year term limit as a Director of the OAO (as set out in section 5.03 of the By-Law), the Board may, on receipt of a request from the CAO Representative, by majority vote allow the individual to continue to serve as the CAO Representative for one

(A) additional year following the end of his/her term as a Director of the OAO. During this time, the individual serving as CAO Representative shall be required to be in attendance at OAO Board meetings to allow him/her to fulfill the duties of the CAO Representative set out in section 1(b) below, but shall not have a vote. At the end of the additional one (1) year period the individual shall cease as CAO Representative upon the appointment by the OAO of his/her successor unless:

(B) the individual is elected as a Director of the OAO; and

(C) the individual is appointed by the Board as the CAO representative in accordance with this Policy.

(iv) In the event the CAO Representative becomes the President of the CAO, he/she will cease to be the CAO Representative and shall resign as a Director of the OAO. The OAO Board shall appoint another Director to be the CAO Representative.

(b) The duties of the CAO Representative shall be as follows:

(i) to act as a liaison for the OAO with the CAO in order to provide a channel of clear communications between CAO and OAO;

(ii) to report to the OAO Board at each Board meeting;

(iii) to advise CAO Council concerning decisions of the OAO Board relevant to the CAO; and

(iv) to advise the OAO Board concerning decisions of the CAO Council.

2. **Eye Health Council of Ontario (EHCO) Representatives**

(a) Qualification requirements

(i) There shall be two (2) EHCO Representatives.

(ii) The President will be an EHCO Representative ex officio.

(iii) One (1) EHCO Representative is to be appointed by the Board from among the Vice President and the Past President. The appointment of this EHCO Representative is for a term of one (1) year. In the event the EHCO Representative ceases to be the Vice President or Past President of the OAO, as applicable, he/she shall immediately cease as EHCO Representative upon the appointment by the OAO of his/her successor.

(b) The duties of the EHCO Representative shall be as follows:

(i) to represent the view of the OAO Board and interests of OAO Members, Affiliate Supporters and Honourary Supporters at EHCO meetings;

(ii) to report to the Board at each OAO Board meeting;

(iii) to review all EHCO meeting agenda items with OAO's Executive Committee or OAO Board for direction on issues that may be transacted at EHCO meetings;

(iv) to advise EHCO meetings concerning decisions of the OAO Board relevant to the EHCO;

(v) to advise the OAO Board concerning decisions of the EHCO; and

(vi) to perform such other duties as directed from time to time by the Board.

1.J ELECTION OF OFFICERS

The Directors shall appoint the Officers at the first Board meeting following the Annual Meeting.

This election shall be presided over by the CEO or other neutral designate, to be called the Chief Returning Officer (CRO).

Nominations

The order of positions elected shall be: President, Vice-President, and Treasurer. Nominations shall be considered from the members of the Board with the CRO calling for nominations from the floor for each position. A member may nominate themselves or be nominated by another Board Member; the nominee may accept or decline the nomination.

If only one (1) candidate is nominated for a position, a confidence vote shall take place to ensure the nominee enjoys the confidence of the majority of the Board in assuming the position under consideration. This shall consist of a yes/no vote.

If more than one (1) candidate is nominated for a position, each candidate shall be given the opportunity to speak for a time lasting no longer than five (5) minutes. The order of the speakers shall be alphabetical by surname. Once all speeches are concluded, any Board Member who is not a candidate may ask questions of the candidates, with each response limited to one (1) minute. Questions may be directed at one (1) or all candidates and any candidate may choose to speak in response to any question.

Voting

Once no further questions are forthcoming, the CRO shall call for the vote. Voting shall be by secret ballot, with each Board Member writing the name of their chosen candidate on a blank piece of paper and submitting it to the CRO. All elected Directors currently serving a term, including the President, are eligible to vote.

Any ballot spoiled or declared illegible by the CRO shall not count towards the total votes cast.

The votes shall be counted by the CRO with the assistance of a neutral witness, and in the case where a candidate receives a majority of votes cast, the CRO shall declare that candidate elected.

In the case where no candidate receives a majority of votes cast, the candidate with the lowest number of votes shall be eliminated and voting shall take place again with the remaining candidates. If two or more candidates are tied for the lowest number of votes, they are all eliminated.

In the case where three (3) candidates are running for election and two (2) of them receive an equal number of votes and that number is lower than the number of votes cast for the third candidate, the candidates with the lowest number of votes are eliminated and the candidate with the most votes is declared the winner, even if s/he did not receive a majority of votes cast.

If only two (2) candidates remain and an equal number of votes are cast three (3) times in a row, the election shall be decided by the drawing of lots by the CRO.

Role Of CRO

The CRO, as the presiding officer of the election, has the power to enforce all rules herein and has discretionary power to decide any points of order or procedure raised during the election for

which this Policy does not provide. The CRO shall remain neutral and enforce all rules herein without prejudice. A decision of the CRO regarding procedure may be appealed by an eligible Board Member following the Board's Policy 1-K (Rules of Order).

This election procedure shall also be followed at any time where an election is required to fill an Officer position which is vacant for a reason other than term expiry.

1.K RULES OF ORDER

The purpose of these rules is to ensure that the meetings of the Board are purposeful and efficient and are carried out with fairness, reasonableness and good faith toward all who participate. Nathan & Goldfarb's Company Meetings for Share Capital and Non-Share Capital Corporations shall be used as a guideline in assisting the chair in conducting the business of the Board.

Call to Order

The chair calls the meeting to order and may make announcements or comments. The Board Agenda is proposed as distributed. Any modification, change of order, or addition is received by the chair, and accepted or rejected by the members present at the meeting.

Discussion

A Board member who wishes to speak to a motion must be recognized by the chair. Once recognized, he or she is said to "have the floor". Discussion on a debated motion must be relevant to the subject, impersonal and directed to the chair. If the speaker fails to adhere strictly to the subject in a courteous, expeditious manner, or otherwise violates the rules of order, he or she shall be warned. If the speaker persists, the chair may rule him or her "out of order", thereby withdrawing the right to speak to the motion. The time allowed for discussion may be limited, within reason, by the chair or by the meeting. It is advised that every speaker indicate whether he or she is for or against the motion or amendment in order to inform members of other viewpoints and facilitate a fulsome discussion. If the discussion has continued for a reasonable time, and the viewpoints for or against the question has been given, the chair may call for the vote, or if there is division on whether or not discussion should continue, ask for a motion to terminate the discussion ("call the question").

Attention of the Chair / Recognition

Apart from discussion of a motion on the floor, members may call the attention of the chair by making one of the following "demands": (a) point of information; (b) point of order; (c) question of privilege.

Main Motions

The subject matter of a motion is called "the question". The Secretary will provide provisional wording for motions (insofar as they are known beforehand). A motion, when duly passed, becomes a "resolution". A motion must be moved and seconded before the subject matter of the motion is open for debate.

Withdrawal of a Motion

Custom permits the withdrawal of a motion by consent of the mover and the seconder. If either objects, the motion to withdraw must be put to a vote and the main motion can be withdrawn only by a majority of votes.

Amendments

Any substantive motion may be amended. An amendment is used to clarify the original motion and cannot alter the spirit or intent of the motion nor can it negate the motion.

1.L BOARD AGENDA DEVELOPMENT

The purpose of this Policy is to promote efficiency and effectiveness of Board meetings and inform Board members and Invitees of the Board agenda development process.

"Invitees" means individuals who are not members of the Board but whom the Board has invited to attend a Board meeting and, for certainty, does not include a member of the public generally or the media.

1. Structure of Board Agenda

   (a) The agenda for Board meetings ("Board Agenda") shall distinguish between the following types of matters:

      (i) Decision;

      (ii) Discussion;

      (iii) Information; and

      (iv) Consent Agenda.

   (b) Only decision items require a motion, seconder and a vote.

   (c) Items requiring a decision that are not expected to require discussion or debate may, at the discretion of the President, be placed on the Board Agenda under the heading "Consent Agenda".

   (d) Materials and motions proposed to be dealt with under the Consent Agenda portion of the Board Agenda shall be clearly identified as falling under the Consent Agenda in meeting packages. Board members are responsible for reviewing the Consent Agenda items prior to the Board meeting, on the expectation that no discussion will take place on those items during the Board meeting.

2. Adding Matters to Board Agenda

   (a) It is the responsibility of the President, in consultation with the Chief Executive Officer, to develop the Board Agenda for Board meetings.

   (b) A Board member or Invitee who wishes to add an item to the Board Agenda or use a standing item or allotted time on such Board Agenda to reference a matter which, in either case, requires or expects consideration, decision or some other formal action on the part of the Board at a Board meeting ("Additional Matter") shall submit his or her Additional Matter in writing to the President c/o the Secretary of the Board (or the Secretary's designate) with a written description of such Additional Matter and/or report on the subject matter thereof as may be reasonably required to support such Additional Matter at least fifteen (15) business days prior to the Board meeting or such lesser period at the discretion of the President in the event of a matter that requires immediate attention (the "Request Date").

   (c) The President shall determine whether or not any such Additional Matter shall be included in the Board Agenda. If the President determines that the

Additional Matter shall not be added, it shall not be added to that Board Agenda. Such decision shall be communicated to the requester as soon as possible but at a time at least prior to the distribution of the Board Agenda to the Board members and Invitees. If the requester disagrees with the President's decision not to place the Additional Matter on the Board Agenda, the requester may provide notice to the President, for the Board to determine whether the Additional Matter may be considered on a Board Agenda at a future meeting of the Board. If the Board accepts the Additional Matter to be placed on a future Board Agenda, the Additional Matter shall be addressed at such future meeting as the Board may determine.

3. Protocol for Approval of Board Agenda/Consent Agenda

(a) The Board Agenda shall be approved by the Board at the beginning of each meeting.

(b) Items may be moved out of the Consent Agenda section of the Board Agenda at the request of any Board member prior to approval of the Board Agenda. No motion or vote is required with respect to a request to move an item out of the Consent Agenda. Where a Board member requests that an item be moved out of the Consent Agenda section, the President shall decide where to place that item on the Board Agenda.

(c) Approval of the Board Agenda by the Board constitutes approval of each of the items listed under the Consent Agenda portion of the meeting. No separate vote to approve the Consent Agenda portion shall be required.

1.M BOARD MEETINGS

The Board acknowledges it has an important job to do. The Board is further committed to respecting and valuing the commitment required by individual Board members and addressing matters of Board and Director performance.

At meetings, the President (or individual serving as chair of the meeting) shall:

- Start the meeting on time (or as soon thereafter as a quorum is present) and end the meeting on time;
- Ensure a 10-minute long break is called at least every 90 minutes to allow Board members to attend to other matters;
- Control the meeting, and respond to the following unacceptable behaviours: repetition, side conversations, interrupting, and straying off topic;
- Endeavour to encourage and invite opinions, imagination and innovation while respecting the agenda and timeframe of the meeting, inviting all to speak and contribute; and
- Take action to ensure discussions come to an appropriate conclusion (i.e. identify consensus, seek motions, etc.).

At meetings, Board members shall:

- Arrive on time and prepared (having read and understood the Board package prior to arrival) and be prepared to discuss and comment on the issues;
- Contribute at the Board table rather than afterwards (i.e., at a parking lot meeting);
- Resist disrupting meetings by avoiding use of cell phones, and resisting the urge to text or send email (stealing attention away from the meeting at hand);
- Utilize their laptops/tablets only for reasons related to OAO business;
- Practice active listening and respect those making presentations;
- Refrain from reading into a meeting a prepared report but rather provide highlights and respond to questions; and
- Constructively participate. At all times:
- Board members shall attend all meetings and honour all other commitments they make to the Board;
- Board members shall be engaged and attentive to the business of the Board;
- Board members shall act in the interest of the OAO and support the decisions of the Board regardless of how the Board member may have voted;
- The Board will not call meetings unless there is a demonstrated need; and
- Board members shall notify the Board should personal or business affairs preclude their active participation in Board activity.

Where there has been a failure on the part of a Director to comply with the terms of this Policy, the President may, at his/her discretion and based on the nature of the transgression:

1. Privately discuss the matter with the Director; or

2. Raise the matter with the Board and seek the Direction of the Board on action to be taken. Such discussions shall be held in-camera and the minutes of the meeting shall record only the outcome and actions to be taken. The Director perceived to have breached the Policy shall be invited to attend and address his/her performance, but shall be excused from the meeting for the subsequent deliberation and determination of the matter by the Board.

Reporting of Meeting Attendance to the membership:

1. The Annual Report to the membership shall include a table of Board member attendance and remuneration, reviewed by and approved by the Board.

1.N MINUTES OF OAO MEETINGS

Purpose

This Policy outlines the procedures regarding minutes of meetings of the Board, Executive Committee, Members and various Committees of the OAO.

Minutes shall form a record of the discussion, events and motions considered at each meeting in keeping with generally accepted format and purpose of meeting minutes. In recording discussion, attribution of comments shall not be given to a specific individual but, rather, shall consist of an overall record of the discussion at the meeting table. Motions shall require identified movers and seconders, and motions shall be recorded as “carried” or “defeated”. At meetings of the Board of Directors, voting members may request that their vote on any individual motion be recorded in the minutes except when the vote is taken by written ballot.

Minutes to be Kept in General

1. Minutes shall be kept for all Members’ meetings. Draft minutes shall be submitted to all Members for approval at the next Members’ meeting. Once approved, copies shall made available to the Members.

2. Minutes shall be kept for all Board meetings. Draft minutes shall be submitted to all Directors for approval at the next Board meeting.

3. Minutes shall be kept of all Committee meetings (including the Executive Committee) and made available to respective Committee members as well as the Board.

4. Minutes shall include both regular (open) and in-camera sessions.

Recording Secretary

1. At each Board meeting and Members’ meeting, the Secretary of the OAO (or a designate of the Secretary) or a person from among those in attendance at the meeting as designated by the chair of the meeting, shall be the recording secretary of the meeting.

2. The Secretary of the OAO shall be the secretary of the Executive Committee, failing which the members of the Executive Committee shall appoint one of its own members to be the recording secretary of the meeting.

3. At each Committee meeting, a person from among those in attendance at the meeting as determined by the Committee shall be the recording secretary of the meeting.

4. Where the person in charge of preparing minutes of a regular (open) session as set out above is not present at an in-camera session, another person from among those in attendance at the in-camera session shall be appointed by the chair of the meeting to be the secretary of the in-camera session.

Accessing Minutes of Board Meetings by Members And Staff

OAO will post the full, uncensored minutes of all meetings of the Board of Directors, save and except in-camera minutes, on the OAO Members-only website after the minutes are approved by the Board of Directors.

1.O IN-CAMERA MEETINGS

The Board may for confidential matters or matters relating to sensitive issues, hold meetings or portions of meetings "in-camera". In-camera means a meeting that is restricted to Directors and such invitees as determined by the Board. The purpose of this Policy is to set out the procedures for in-camera meetings of the Board.

Subject Matter of In-Camera Meetings

The following types of matters may be dealt with during an in-camera meeting of the Board:

1. Prejudice OAO interests - information that, if disclosed, would affect the economic or other interests of the OAO, including:

   (a) trade secrets or financial, commercial, scientific or technical information;

   (b) negotiation strategy;

   (c) personnel or administration plans that have not been put into operation or made public;

   (d) pending policy decisions that have not been made public; and

   (e) information that could prejudice the OAO's economic interests or competitive position.

2. Security, health and safety - matters involving safety or security issues for individuals or OAO property and security or danger to health.

3. Legally privileged information - matters involving litigation or potential litigation or where legal advice or matters that are subject to solicitor and client privilege will be discussed.

4. Personal privacy - matters where an identifiable person will be discussed.

5. Human resources - matters related to labour relations and employment including compensation.

6. Other - any other matter that the Board determines should be the subject of an in-camera meeting.

Attendance at In-Camera Meetings

1. All Directors, including ex-officio Directors, may attend in-camera meetings of the Board, subject to the OAO By-Law and the Conflict of Interest Policy (Policy No. 1-E).

2. The Board may also permit at its discretion specific individual(s) such as legal counsel, consultants, presenters and/or OAO staff to attend all or a portion of the in-camera meeting.

3. The Secretary will be in attendance at all in-camera meetings and minutes will be kept.

4. Attendance by telephone, videoconference or other electronic means may only occur by secure means. Each participant must ensure that no other person at his/her location can hear or see the discussion. Participants shall notify the meeting when s/he joins by electronic means and when s/he leaves (even temporarily) and shall identify themselves each time they speak.

Minutes of In-Camera Meetings

1. Records of the in-camera meetings, including in-camera meeting minutes, are to be kept confidential and shall not be made public except on a case-by-case basis on prior approval of the Board or as required by law.

2. Minutes of in-camera sessions of the Board shall be:

   (a) kept separately from the minutes of regular meetings;

   (b) printed separately from the regular minutes; and

   (c) printed on coloured paper so that they can be readily identified as in-camera minutes.

3. Minutes of in-camera sessions are to be stored:

   (a) in relation to in-camera minutes on any matter other than the CEO (i.e. in situations where the CEO is not permitted to attend at such meetings), in the CEO's office and only current Directors may view the in-camera minutes by written request.

   (b) in relation to in-camera minutes regarding the CEO, in a secured filing cabinet at the OAO office, or electronically password encrypted, accessible only by the President and Vice-President, and only current Directors may view the in-camera minutes by written request.

4. The President shall maintain a record of all in-camera minutes of Board, where the CEO is not permitted to attend and shall retain such original in-camera minutes of such meetings on behalf of the OAO. Photocopies and electronic copies of these minutes may also be made available to any current Directors upon request to the President.

Confidentiality

1. Proceedings and all information and/or material provided in an in-camera meeting is strictly confidential and shall at all times be treated as such. When a discussion held in an in-camera meeting leads to a general policy decision, the Board may determine that this information may be made public.

2. Except where prohibited by the privacy provisions of legislation, the Board may communicate the recommendations and decisions taken at an in-camera meeting at an open meeting of the Board.

1.P MEMBER CONSULTATION

The Board acknowledges the need to remain in touch with member needs and wants, and to ensure organization's resources are allocated to the achievement of a strategic plan based on external and internal information and input from the community. Accordingly, a member needs survey shall be conducted, at minimum, once every three (3) years, unless determined otherwise by the Board. Survey results, in addition to internal and external information will be developed to assist the Board in establishing a strategic plan for the organization.

OHIP Negotiations

In preparation for OHIP negotiations, if the OAO Board is considering substantial changes to the payment model for OHIP-insured services, the Board may undertake a consultation process with OAO Members prior to entering negotiations with the Government to assess support for the each of the viable options.

Substantial changes include:

(a) Delisting services that are currently covered;

(b) Recommending changes to who is eligible for coverage; or

(c) Addition of new insured services.

Although not binding on the Board, feedback received from OAO Members will be used to guide the Board in its negotiations with the Government.

Following the conclusion of negotiations, the final agreement shall be presented to the Members for approval. Quorum for a meeting of the Members at which approval of the OHIP agreement is sought shall be 25% of the Members.

1.Q BOARD DIVERSITY

OAO believes in diversity and values the benefit that diversity can bring to its Board of Directors (the "Board"). Diversity promotes the inclusion of different perspectives and ideas, mitigates against group think, helps enrich our many programs and services and ensures the OAO has the opportunity to benefit from all available talent. The promotion of a diverse Board makes prudent business sense and makes for better governance. We are committed to diversity and inclusion and always look to maximize our impact in these areas as we evolve and grow.

OAO seeks to maintain a Board comprised of talented and dedicated Directors with a diverse mix of expertise, experience, skills and backgrounds. The skills and backgrounds collectively represented on the Board should reflect the diverse nature of the membership which OAO represents. For purposes of Board composition, diversity includes, but is not limited to, practice experience, geography, age, gender, ethnicity and indigenous identity.

OAO is committed to a merit- based system for Board composition within a diverse and inclusive culture which solicits multiple perspectives and views, and is free of conscious or unconscious bias and discrimination. When assessing Board composition or identifying diverse candidates for election to the Board, OAO's Board Development Committee will consider candidates on merit against objective criteria, having due regard to the benefit of diversity and the needs of the Board.

OAO will periodically assess the expertise, experience, skills and backgrounds of its Directors in light of the needs of the Board, including the extent to which the current composition of the Board reflects a diverse mix of knowledge, experience, skills and backgrounds. The Board Development Committee will seek to encourage diverse candidates to run for election to the Board but will not in its role endorse any candidate.

Annually the Board will review this policy and assess its effectiveness in promoting Board diversity.

1.R SIGNING AUTHORITY POLICY

The Board has general authority to govern and manage the affairs of the OAO. This Policy provides the framework through which the Board delegates authority to Officers and management for the transacting of normal business activities of the OAO.

The purpose of this Policy is to:

(a) ensure transparency and accountability in the administration of the OAO's assets through a defined framework for execution of documents and day-to-day operations;

(b) provide clarity of roles and responsibilities; and

(c) ensure that all contracts undergo authorized review and approval prior to execution.

Policy

No person may sign any document or enter into an oral or written agreement that creates an obligation or undertaking on behalf of the OAO unless the individual has the authority to do so under this Policy.

All documents shall be entered into in the name of the OAO.

The following are hereby appointed as signing officers of OAO:

(d) the President,

(e) the Vice-President,

(f) the Treasurer, and

(g) the CEO.

Except as otherwise provided herein or in a resolution of the Board, all contracts or other documents requiring execution by OAO may be signed by any two signing officers.

Any one signing officer is authorized to sign cheques, bills of exchange or other negotiable instruments and orders for payment required for the day-to-day operation of OAO with a total value not in excess of ten thousand dollars ($10,000.00).

Procedures

The Board will review the designated signing officers at least annually and at the time of turnover.

The CEO is accountable to the Board for ensuring that adequate internal controls and processes are in place for the execution of documents and making financial commitments on behalf of the OAO.

Annually, following the election and appointment of Officers, and as required by turnover within the executive team, financial institutions will be notified of changes to signatories.

2. BOARD COMMITTEES

2.A BOARD COMMITTEE PRINCIPLES

The Board may establish Standing and Ad Hoc Committees in accordance with Article 12 of the OAO By-Law. The purpose of this Policy is to set out the core principles to be observed by all Committees.

Committees shall be established and operate in accordance with the following principles:

1. Committees shall support the Board in fulfilling its defined roles and responsibilities by undertaking work and advising the Board within their terms of reference as defined by the Board.

2. Committees shall prepare policy alternatives, identify implications for Board deliberation and monitor performance within their defined areas of responsibility. Committees shall make recommendations to the Board for discussion and, if appropriate, ratification and approval.

3. Committees may not speak or act for the Board except when formally given such authority by the Board for specific and time-limited purposes and in accordance with the limits on authority of committees in section 12.05 of the OAO By-Law.

4. Committees will have an established mechanism for reporting to the Board. Board agendas will not repeat the work of the Committees.

5. Meetings of Committees are not open to the public and all matters before a Committee shall be treated as confidential in accordance with the Confidentiality Policy (Policy No. 1-D).

6. Unless otherwise authorized to do so, a Committee will not engage external advisors (such as legal or financial) without the prior approval of the President.

7. The Board will not impede its direct delegation to the CEO by requiring approval of a Board Committee before an executive action, nor does a Board Committee exercise authority to direct executive action.

8. Board Committee members shall within thirty (30) days of appointment to a Board Committee complete an Acknowledgement and Disclosure Form (attached as Appendix A) confirming compliance with the By-Law and the Governance Policy Manual, and identifying any relationships or circumstances which the Committee member believes could give rise to a Conflict of Interest as defined in the By-Law and Policy 1-E.

2.B EXECUTIVE COMMITTEE TERMS OF REFERENCE

Policy

The Board may establish an Executive Committee in accordance with section 13.01 of the By-Law.

Purpose

The Executive Committee acts on behalf of the Board as required or otherwise determined by the Board.

Accountability

The Executive Committee is accountable to the Board of Directors.

Responsibilities

The Executive Committee:

1. May, subject to section 12.05 of the OAO By-Law, exercise powers of the Board during the intervals between meetings of the Board in all matters of administrative urgency and in such instances where a quorum of the Board cannot be convened;

2. Shall conduct the annual performance evaluations of the Chief Executive Officers; and

3. Shall perform such other functions as assigned or delegated by the Board.

Composition

The membership of the Executive Committee shall consist of:

1. the President;

2. the Vice-President; and

3. the Treasurer.

Chair

The President shall serve as chair of the Executive Committee and shall have one (1) vote.

Quorum

A quorum shall exist when two (2) members of the Executive Committee are present.

Meetings

The Executive Committee shall meet at the call of the chair.

Meetings of the Executive Committee may be held by telephone conference or such other method as may be approved by the Board.

Minutes

The minutes will be taken and presented for approval at the following meeting. The chair or designate shall provide a written report as required to the Board. Minutes shall be kept in accordance with OAO policy.

Voting

Issues/topics before the Executive Committee shall be determined by a majority vote.

Resource

The CEO shall serve as a resource to the Executive Committee.

2.C GOVERNANCE COMMITTEE TERMS OF REFERENCE

Policy

The Board acknowledges that constant attention must be paid to good governance practices. To achieve that end, the Board has established a Governance Committee, which shall operate in accordance with these Terms of Reference.

Purpose

The Governance Committee shall identify, promote and discharge functions designed to help the Board of Directors govern with excellence and comply with legislation and regulations.

Accountability

The Governance Committee is accountable to the Board of Directors.

Responsibilities

The Governance Committee shall:

1. Review policies and the OAO By-Law, and bring forward to the Board recommended changes;

2. Seek external counsel or advice, as required, from recognized experts in the area of non-profit board development to serve as advisors to the Committee; and

3. Six (6) months prior to year-end, provide the Board with a plan of work and associated budget for the next fiscal year for Board approval.

Composition

The membership of the Governance Committee shall consist of the following members, as determined by the Board:

1. three (3) Directors; and

2. two (2) Members who are not Directors.

Chair

The Board shall appoint a Director to serve as chair of the Governance Committee. The chair of the Governance Committee shall have one (1) vote.

Term

Members of the Governance Committee shall be appointed annually, and may serve a maximum of three (3) consecutive one-year terms.

Quorum

A quorum shall exist when a majority of the members of the Governance Committee are present.

Meetings

The Governance Committee shall meet annually and at the call of the chair.

Minutes

The minutes will be taken and presented for approval at the following meeting. The chair or designate shall provide a written report as required to the Board. Minutes shall be kept in accordance with OAO policy.

Voting

Issues/topics before the Governance Committee shall be determined by a majority vote.

Resource

The CEO shall serve as a resource to the Governance Committee.

2.D BOARD DEVELOPMENT COMMITTEE TERMS OF REFERENCE

Policy

The Board acknowledges that constant attention must be paid to good governance practices and has established a Board Development Committee, which shall operate in accordance with these Terms of Reference.

Purpose

The Board Development Committee assess the skills-based competencies and needs of the Board and identify potential candidates to serve as Directors.

Accountability

The Board Development Committee is accountable to the Board of Directors.

Responsibilities

The Board Development Committee shall:

1. identify and continuously assess objective recruitment criteria for prospective Directors, including defining skills, competencies, and perspectives required to effectively further the work of the Board;

2. facilitate the nomination process for the Board by recruiting, screening and recommending candidates for consideration by the Membership. Members shall continue to be eligible for nomination outside of this process;

3. facilitate a process whereby candidates for election to the Board have an opportunity to communicate to the Members their reasons for standing for election and their perspectives on critical issues;

4. survey the Members to identify critical issues pertinent to the election of Directors;

5. facilitate the annual evaluation of the Board and individual Directors;

6. identify education and learning needs on governance matters for the President, the Board and CEO;

7. plan for the succession of the Officers and development of prospective Board chairs and other leaders;

8. identify and deliver the following elements that contribute to governance excellence:

    (a) Facilitate the orientation of new Board members, including identification of the contents of the Board manual;

    (b) Facilitate leadership development of Board members;

    (c) Facilitate education to ensure a minimal level of financial literacy competence (being able to read and understand financial statements); and

(d) Monitor and review governance information and governance best practices and bring recommendations to the Board on how Directors can enhance their performance;

9. Seek external counsel or advice, as required, from recognized experts in the area of non-profit board development to serve as advisors to the Committee; and

10. Six (6) months prior to year-end, provide the Board with a plan of work and associated budget for the next fiscal year for Board approval.

Composition

The membership of the Board Development Committee shall consist of the following members, as determined by the Board:

1. two (2) Directors; and

2. three (3) Members who are not Directors.

No members on the Board Development Committee shall run for election as a Director on the Board in the year that they serve on the Board Development Committee.

Chair

The Board shall appoint a Director to serve as chair of the Board Development Committee. The chair of the Board Development Committee shall have one (1) vote.

Term

Members of the Board Development Committee shall be appointed annually, and may serve a maximum of three (3) consecutive one-year terms.

Quorum

A quorum shall exist when a majority of the members of the Board Development Committee are present.

Meetings

The Board Development Committee shall meet annually and at the call of the chair.

Minutes

The minutes will be taken and presented for approval at the following meeting. The chair or designate shall provide a written report as required to the Board. Minutes shall be kept in accordance with OAO policy.

Voting

Issues/topics before the Board Development Committee shall be determined by a majority vote.

Resource

The CEO shall appoint a staff member to serve as a resource for the Board Development Committee.

2.E FINANCE AND AUDIT COMMITTEE TERMS OF REFERENCE

Policy

The Board has established a Finance and Audit Committee which shall operate in accordance with these Terms of Reference.

Purpose

The Finance and Audit Committee shall discharge functions to help the Board govern the finances of the OAO.

Accountability

The Finance and Audit Committee is accountable to the Board of Directors.

Responsibilities

The Finance and Audit Committee shall:

1. Ensure financial statements developed by management are a fair representation and adhere to Canadian generally accepted accounting principles (GAAP);

2. Assess any significant changes in accounting practices and make recommendations to Board;

3. Recommend to Board the appointment/ reappointment of the Auditors;

4. Review the annual financial statements and the Auditors' report on the annual financial statements and related issues including accounting practices and financial controls and present to Board;

5. Review the investment policy and monitor results against the policy;

6. Review the performance of the investment firm on an annual basis, taking into account timely and appropriate communication with the Audit and Finance Committee with regular meetings being arranged. With annual reporting and BOD approval, an RFP will be done as needed on the recommendation of the Finance and Audit Committee to ensure the OAO's investment funds continue to be effectively managed against market performance;

7. Review areas of disagreement between management and the Auditors;

8. Meet annually with the Auditors without management present, unless the Committee requests that staff attend;

9. Review and make recommendations on such other matters as are within the scope of the Finance and Audit Committee in accordance with policies and legislation;

10. The Chair of the Finance and Audit Committee shall present the financial statements to Board within three (3) months of fiscal year end or delegate the task to the Chief Executive Officer; and

11. Six (6) months prior to year-end, provide Board with a work plan for the next fiscal year and an accompanying budget request.

Composition

The membership of the Finance and Audit Committee shall consist of the following members:

1. the Treasurer; and

2. two (2) Directors, as determined by the Board.

The Auditor is entitled to notice of and to attend meetings of the Finance and Audit Committee and to call meetings of the Finance and Audit Committee.

Chair

The Treasurer shall serve as chair of the Finance and Audit Committee, and shall have one (1) vote.

Term

Members of the Finance and Audit Committee, other than the Treasurer, shall be appointed annually, and may serve a maximum of three (3) consecutive one-year terms.

Quorum

A quorum shall exist when a majority of the members of the Finance and Audit Committee are present.

Meetings

The Finance and Audit Committee shall meet three (3) times per year and at the call of the chair or request of the OAO's Auditors.

Minutes

The minutes will be taken and presented for approval at the following meeting. The chair or designate shall provide a written report as required to the Board. Minutes shall be kept in accordance with OAO policy.

Voting

Issues/topics before the Finance and Audit Committee shall be determined by a majority vote of its members.

Resource

The CEO shall serve as a resource to the Finance and Audit Committee.

3. BOARD – CEO RELATIONSHIP

3.A DELEGATION TO THE CEO

The Board's job is to establish overarching policies, leaving implementation and subsidiary operational policy development to the CEO.

The Board's priorities and objectives direct the CEO to achieve certain results, and Executive Limitations policies establish the boundaries of delegated authority to the CEO.

The CEO shall ensure that administrative systems and safeguards are in place to best serve the interests of the Corporation, while at the same time safeguarding the Corporation's assets for the benefit of the Corporation and its stakeholders.

All Board authority delegated to staff is delegated through the CEO, who holds all authority over and accountability of staff. The CEO is authorized to make all decisions, take all actions and develop all activities which are true to the Board's policies. The Board will ensure the CEO's independence relative to the prescribed duties as outlined in policy. Notwithstanding, the Board, at its discretion, may change policies that may alter or impact upon the CEO's authority. Information may be requested by a Board member from the CEO, but if such request, in the CEO's judgment, requires a material amount of staff time and resources that will affect other priorities, the CEO may propose alternatives or suggest the request be referred to the Board for possible reallocation of priorities and timing.

Reporting

The CEO shall provide the Board with timely, accurate and relevant information and analysis both officially and through information briefings, and shall include all information necessary to allow the Board to undertake its responsibilities and enable oversight.

3.B CEO JOB DESCRIPTION

The CEO is appointed by, reports to, and is accountable to the Board. The CEO is responsible for the OAO's activities, operations, services and financial affairs and results. The CEO shall ensure that administrative systems and safeguards are in place to best serve the interests of the OAO, while at the same time safeguarding the OAO's assets for the benefit of the OAO and its stakeholders. In doing so, he/she shall lead, direct and manage the OAO's staff, foster the values of the OAO, lead in setting the culture of the OAO, and interface with and represent the OAO to stakeholders and the public.

Consequently, the CEO's job contributions can be stated as performance in two areas:

1. Organizational accomplishment of the priorities and objectives set out annually by the Board; and

2. Organizational operation within the boundaries of prudence and ethics established in Board policies on Executive Limitations.

As an employee of the OAO, the duties of the CEO shall be as follows:

(i) to be responsible to the Board for the organization, management and day-to-day activities of the OAO and to implement the strategic plan, in accordance with the resolutions, By-Law, and policies established by the Board;

(ii) to report to the Board on the activities of the OAO;

(iii) to disclose all information that would be relevant to the Board in making informed decisions;

(iv) to ensure that appropriate systems and structures are in place for the effective management and control of the OAO and its resources, including the employment, development, control, direction and discharge of all employees of the OAO, if applicable;

(v) to ensure structures and systems are in place for the development, review and recommendation of new programs and program expenses;

(vi) to establish an organizational structure to ensure accountability of all departments and staff for fulfilling directions of the Board;

(vii) to provide leadership and support of the Board's responsibility to develop and periodically review the governing documents of the OAO;

(viii) to engage legal and/or other professional advice as directed by either the Board or its Committees, and to disclose what advice was obtained;

(ix) to develop and provide leadership as necessary for furthering the purposes and strategic plan of the OAO;

(x) to be the Corporate Secretary of the OAO if so directed by the Board;

(xi) to report at each annual meeting of Members concerning the operations of the OAO; and

(xii) to perform such other duties as may from time to time be determined by the Board.

3.C CEO PERFORMANCE MONITORING AND EVALUATION

The CEO's performance shall be monitored on an ongoing basis by the Board and a performance review shall be conducted annually.

Monitoring CEO Performance

The purpose of monitoring is to determine the degree to which Board policies are being fulfilled. A given policy may be monitored in one or more of three ways:

- Internal report: Disclosure of compliance information to the Board from the CEO.
- External report: Discovery of compliance information by a disinterested external auditor, inspector or judge who is selected by and reports directly to the Board. Such reports must assess CEO performance only against policies of the Board, not the external party, unless the Board has previously indicated the party's opinion to be the standard.
- Direct Board inspection: Discovery of compliance information by a Board member, or a Committee of the Board as a whole. This is a Board inspection of documents, activities or circumstances directed by the Board which allows a "prudent person" test of policy compliance.

Upon the choice of the Board, any policy can be monitored by any method at any time. However, each Executive Limitations Policy of the Board will be classified by the Board according to frequency and method of regular monitoring.

Annual Performance Evaluation

On a more formal basis, the Board, on an annual basis, will address CEO performance in the following manner:

1. At the first meeting of a new fiscal year, the full Board shall convene in-camera to discuss and document CEO performance by responding to the following questions:

   (a) Did the CEO achieve the goals outlined in the business plan for the previous fiscal year having regard to organizational operations, accomplishments and results based on the annual business plan?

   (b) Did the CEO comply with the duties and responsibilities of the CEO in accordance with the CEO's employment agreement, the OAO By-Law, rules, regulations and Policies?

   (c) Did the CEO achieve budget targets for the previous fiscal year?

2. The Board shall appoint at least two (2) individuals who shall meet with the CEO prior to the next meeting of the Board to share the Board's performance assessment and discuss related matters such as terms of employment, professional development, etc.

3. At the second meeting of a new fiscal year, the Board shall convene in-camera to receive a report from those who met with the CEO on the evaluation meeting and consider any recommendations that may arise as a result of those discussions.

3.D CEO SUCCESSION PLANNING AND RECRUITMENT

Purpose

To outline how the Board will prepare for CEO succession and provide guidance for the development and maintenance of the CEO Succession Plan.

Policy Statement

The OAO will ensure absences or vacancies in the CEO position do not significantly impede service to the mission or progress on the Strategic and Operational Plans, and will strive to create a climate of success for future leaders.

Responsibility

The Board has overall lead responsibility for succession planning and implementation, with support from the CEO.

The CEO has lead responsibility for internal leadership development and will report on the status at least annually to the Board at an in-camera session. Only the CEO will share information about any named staff members outside the Board and will do that with each named staff member individually and in private. The CEO will provide strategic advice and support for succession planning and, if requested, will participate in executive recruitment (without a vote).

The CEO will advise the President at the earliest possible moment of any planned departure or leave and will provide four (4) to six (6) months' notice of any planned retirement if possible. At minimum, the CEO will comply with the notice required of the employment contract.

Application

Readiness – See Policy 3-B and 3-C for further reference

At least annually, the President and Executive Committee:

- As part of its annual performance management process, CEO's role will be assessed as it specifically pertains to the delivery of strategic goals through the operational plan, and the CEO job description updated at that time to reflect any shifts in core competencies and leadership skills.
- Confirm or amend the criteria for executive recruitment.
- Clarify the CEO's intent to stay, leave or take a leave, as part of performance evaluation discussions.
- Update the Succession Plan and take actions needed to keep it ready for implementation.

Temporary Absences (up to three (3) months)

The CEO will periodically recommend to the Board in an In Camera session which staff member(s), if any, are eligible and capable of acting in the absence of the CEO. If the Board agrees, those individuals will be included in the Succession Plan for interim coverage at least.

Upon approval of the Board, the CEO has the authority to make acting appointments prior to a planned absence for up to three (3) months. The President may act for the Board to make that acting appointment if the CEO is incapacitated or not in communication with the organization.

Acting appointments for longer than three (3) months require Board approval. See Interim Coverage below.

Until such acting appointment is made, any action or document requiring CEO approval or signature will wait for the CEO's return. If the matter is urgent, the Board may make the decision, or the Board may delegate the decision or approval to the President or another Officer. This situation will be avoided unless the decision is critical and time-sensitive.

If no internal senior staff member is suitable to act is available for absences or the absence or vacancy will be longer than three (3) months, the Interim Coverage section below will be considered.

Interim Coverage

If the CEO position is becoming vacant in less than six (6) months, or a lengthy absence in excess of three (3) months is being taken, the Board will evaluate the situation and consider these options:

1. Interim CEO appointment of an internal non-candidate

An existing senior staff member can be appointed as CEO (Acting), with full authority. That person can backfill their usual role with an acting appointment if the Budget or amended Budget permits. If there is to be an open search or competition for a new CEO, the acting appointee to the CEO position will sign a waiver that they will not apply for or seek the permanent position. Appointing an acting person who is also a candidate creates a perception of unfairness in the search, a reduced pool of qualified candidates, and often disappointment and departure if the person is not chosen.

2. Interim appointment of CEO (internal) candidate pending confirmation

If the Board intends to confirm a current staff member as the new CEO without a search, and that individual has stated their interest in the permanent role, that individual can be appointed as Acting CEO for a brief period while human resources procedures are being followed to confirm the permanent appointment to the role. No other executive recruitment actions would take place.

3. Interim CEO appointment (external)

An individual with senior executive experience in not-for-profit sector can be appointed as Interim CEO. The Interim CEO will sign a waiver that they will not apply for or seek the permanent position, but the OAO can ask them to apply.

The appointment may be full or part time and may continue for up to one (1) month after the new hire starts to help ensure a smooth transition. At the Board's discretion, the Interim CEO may be engaged directly, or via a company providing interim executive services or an executive search firm specializing in the not-for-profit sector. The position may be salaried or fee-for-service.

The OAO can second an executive from another organization subject to agreement of the individual and the other organization. The OAO may be asked to reimburse that organization for the payroll costs incurred during the interim appointment. The secondment will be documented and signed by both organizations and the seconded executive.

4. Board member as interim CEO

If the Board is considering appointing an existing Board member as Interim CEO, that individual will fully recuse themselves from those discussions and decision. If chosen, they will resign from the Board before being confirmed in the role. They will be eligible for appointment or re-election to the Board after finishing the interim assignment but are not guaranteed a return to the Board.

5. The CEO position left vacant

The workload and accountability are divided among Board members, other volunteers, staff members and/or consultants. This approach will be considered only if there are no funds to support an ED position, and even then as a last choice. To avoid the traditional issues caused by this approach, the Board will put considerable time and effort into minimizing gaps in key functions, backlog of critical work, missed deadlines and upset partners and funders. Otherwise, these issues can cause difficulty in attracting good candidates. As well, the Board members will watch in case someone steps in to fill a power vacuum without authority from the Board.

CEO Recruitment

If the CEO position becomes vacant, or is expected to become vacant within six (6) months, the Board will promptly assign recruitment to the Executive Committee, expanded if needed. The outgoing CEO may be a resource to that group, at the discretion of the Board. The Board will plan on executive recruitment as a key part of its work for the next six (6) months.

The outgoing CEO will have kept the Board informed whether any staff member is qualified and competent to be considered for the permanent role. Even if there is such a person, the Board may choose a broader search. The OAO expects to conduct an external search, even if there are one or more internal candidates.

The Committee may engage an executive search firm, after a competitive process consistent with the Procurement Policy. The Committee and/or selected executive search firm, as specified in the search firm's terms of engagement, will:

- Carry out wise practices in preparation for a search, including a thorough review of the position in relation to Board expectations, organizational priorities and organizational health.
- Confirm or update the job description and confirm or revise a profile of executive competencies, attributes, knowledge and skills.
- Outline the Board's performance expectations for the first three (3) and six (6) months for the Acting/Interim Executive and the new hire.
- Develop a competitive compensation strategy.
- Propose and implement a search process for finding, screening and interviewing candidates.
- Organize consideration of the final candidates by the Board.
- Conduct reference and credential checks on the Board's top candidate.
- Review the situation with the Board if the references or credential check of the top candidate raise concerns.
- Negotiate the job offer and arrange for a signed agreement.
- Provide other executive search support requested by the Board.

The Executive Committee and/or the Executive Search consultant will conduct at least two (2) rounds of preliminary interviews, which may be by telephone or videoconference. The full Board

will interview a minimum of two (2) fully recommended candidates. Senior staff and key stakeholders may be invited to participate in interviews.

The final Board interview will be followed by a thorough reference and credential check on the top candidate before any offer or implied offer is made. If the check is not satisfactory, a check will be conducted on the second candidate.

Following the interviews with the Board and a Board decision, the Committee and search consultant will develop an initial offer within an approved range of acceptable options and negotiate a final written offer. If a desired candidate is unwilling to accept an offer within the range approved in advance, the Committee will bring options to the Board along with the candidate's proposed compensation and benefits.

Except for sensitive medical or disability information relevant to benefits or accommodation, the Board will be kept fully informed regarding the top candidate. All Board members will be provided with a copy of, or ready access to, the signed contract.

CEO Transition Departure

The Board and departing CEO will collaborate on communication messages, methods and timing to inform Members, staff, volunteers and other stakeholders of the departure.

The Board will continue to treat the departing CEO with respect, and will ensure the Board and staff have appropriate opportunities to say goodbye. At the Board's discretion, a gift or gifts may be chosen based on the length of service, CEO interests and the situation.

Any Board or staff member may act as a reference for the departing CEO at his or her request. The new CEO will handle any requests for confirmation of length of service and compensation.

If the departure is amicable, the departing CEO may be retained to assist in orienting the new, acting or Interim CEO, and providing guidance on request of the new, acting or Interim CEO.

The departing CEO will be eligible for contract work or volunteering at the sole discretion of the new or Interim CEO. The departing CEO will be eligible for Board Committees at the discretion of the Board, but will not be eligible to participate in oversight or performance evaluations of the new or Interim CEO for one (1) year after departure. If the departing CEO is an optometrist, she or he will be eligible to stand for election or appointment to the Board after one (1) full year since departure.

Onboarding

The Board and incoming or Interim CEO will collaborate on communication messages, methods and timing to inform Members, staff and other stakeholders of the appointment.

The Executive Committee will develop an orientation plan for the first three (3) months that includes active involvement of Board members, mentoring, personal introductions to key stakeholders and a welcoming environment from the staff members. As noted above, the departing CEO may be asked to participate in the orientation.

The Executive Committee will collaborate with the new or Interim CEO to draft three (3) and six (6) month performance goals to meet Board expectations, obtain Board approval and conduct performance appraisals against those goals.

4. CEO LIMITATIONS

4.A GENERAL CEO LIMITATIONS

The CEO shall not be the cause of, or knowingly allow any violation of commonly accepted business practices and professional ethics within the Canadian not-for-profit sector, including the code of conduct established by the Canadian Society of Association Executives (CSAE), as set out below.

Association Executives who are members of the CSAE shall maintain the highest standard of conduct, act with fairness, integrity and dignity and in a manner not detrimental to the interest of the public, their employer or CSAE. They shall not violate any laws in the performance of their duties. As members of the Society they agree to abide by this Code.

Association Executives shall:

- *Serve their associations faithfully, respecting confidentiality, and avoiding conflicts of interest and activities for personal gain at the expense of their associations or their members*
- *Advise their associations' governing boards concerning any contemplated actions or decisions which they know to be illegal or unethical, and shall further advise their boards of the possible consequences of proceeding with such actions or decisions*
- *Serve all members of their associations impartially, provide no special privilege to any individual member, and accept no personal compensation from a member except with the knowledge and consent of their association's governing boards*
- *Advise the Society of any member who may have committed an act in contravention of this Code*
- *Foster an environment where the interaction among employees, volunteers, suppliers and clients is conducted fairly, and discrimination, harassment or abuse of any sort is opposed*
- *Maintain their competence in association management through continued professional development*
- *Support the Society in its efforts to advance the profession of association management.*

4.B MEMBER SERVICES

With respect to treatment of Members, the CEO shall not cause or allow conditions to occur which are unfair or undignified. Nor shall s/he allow leaks of what may be considered privileged or confidential information.

The above conditions will also apply with respect to those stakeholders outside of the actual membership for whom service and information is provided.

4.C SERVICES TO MEMBERSHIP AND SUPPORTERS

The CEO will ensure that optometrists receive all rights and benefits in accordance to their entitlement as a Member and as a Supporter, which are identified as an Affiliate or Honourary.

Members are entitled to the following rights and benefits:

1. Receive notice of, attend, speak and participate at all meetings of Members and the right to 1 vote at all meetings of Members;

2. Elect Directors as required;

3. Digital and print collateral and materials available through the OAO

4. Advice in reasonable and appropriate quantity from policy consultants and staff respecting matters related to practice and to OAO's services

5. Enrollment in the OAO Insurance Program for policies in: Professional Liability Insurance (PLI), Personal Lines – Group Home and Auto, Group Health, Life and Dental Care, and all related extra policy offerings within the OAO Insurance Program

6. Discounts on products and services as negotiated by the OAO

7. Opportunity to participate in the ESEL program

8. Member rates for programs, training and events

Affiliates are entitled to the following rights and benefits:

1. Digital and print collateral and materials available through OAO

2. Advice in reasonable and appropriate quantity from policy consultants and staff respecting matters related to practice and to the OAO's services

3. Discounts on products and services as negotiated by the OAO

4. Member rates for programs, training and events

Honouraries are entitled to the following rights and benefits

1. Digital and print collateral and materials available through the OAO

2. Advice in reasonable and appropriate quantity from policy consultants and staff respecting matters related to practice and to the OAO's services

3. Discounts on products and services as negotiated by the OAO

4. Member rates for programs, training and events

4.D DUES

Subject to the classes of Members as set out in the bylaws, the CEO will ensure adherence to the dues structure and payment schedule of the Corporation. The following sets out the rates for membership dues, payment of dues and method of payment, which the CEO will execute on behalf of the Board of Directors to maintain the fiscal integrity of the Corporation.

1. **Rates for Membership Dues**

   (a) OAO annual dues for Members will be set by the Board from time to time no later than 60 days before the first day of each financial year (the "OAO dues").

   (b) As applicable, all Members shall also pay to the OAO the per-member payment, as part of the annual grant that the OAO pays to CAO as a Corporate Member, which shall be remitted by the OAO to CAO (the "CAO per-member payment").

   (c) All Members shall also pay to the OAO an advertising assessment, as determined by the OAO and approved by the membership at the Annual Meeting (the "advertising assessment"). The advertising assessment will be for the funding of marketing and public education on behalf of the Members.

   (d) All Members who are optometrists, who hold a certificate of registration to carry on the practice of optometry in Ontario, shall pay the full OAO dues, CAO per-member payment and advertising assessment, unless the following applies:

      (i) During the first year after graduation from optometry school – pay 10% of each of OAO dues, CAO per-member payment, and advertising assessment

      (ii) During the second year after graduation from optometry school – pay 25% of each of OAO dues, CAO per-member payment, and advertising assessment

      (iii) During the third year after graduation from optometry school – pay 50% of each of OAO dues, CAO per-member payment, and advertising assessment

      (iv) During the fourth year after graduation from optometry school – pay 75% of each of OAO dues, CAO per-member payment, and advertising assessment

      (v) Members who practice part-time and report less than such number of hours annually as may be determined by the Board from time to time - pay 75% of each of OAO dues, CAO per-member payment, and advertising assessment (such Members must provide written consent to OAO to confirm hours practised with the College of Optometrists of Ontario).

(vi) Members whose combination of his/her age and years in practice is equal to at least 115 years – pay 50% of each of OAO dues, CAO per-member payment, and advertising assessment

(vii) Members whose combination of his/her age and years in practice is equal to at least 120 years – pay 25% of each of OAO dues, CAO per-member payment, and advertising assessment

(viii) Members whose combination of age and years in practice is equivalent to at least 125 years – pay no dues

(ix) During the first year of those optometrists relocated to Ontario from another jurisdiction – pay 75 % of each of OAO dues, CAO per-member payment, and advertising assessment

(e) Any Member who is an optometrist and no longer holds a certificate of registration to carry on the practice of optometry in Ontario because of retirement but has been a Member of the OAO for at least 5 years immediately prior to retirement – pay 10 % of OAO dues, but no CAO per-member payment and no advertising assessment.

(f) Any Member who is an optometrist who is a full-time faculty member of a school of optometry in Ontario – pays 50 % of OAO dues and 50% of CAO per-member payment, but no advertising assessment.

(g) Any Member who is an optometrist who is engaged in full-time vision-related research at a non-profit Ontario health institution - pays 50 % of OAO dues and 50% of CAO per-member payment, but no advertising assessment.

(h) Affiliates are not required to pay dues.

(i) Honouraries are not required to pay dues.

2. **Payment of Dues**

(a) The CEO shall administer the collection of payments of dues. Written notice shall be sent to Members of the membership dues payable.

(b) In accordance with the OAO By-Law section 2.02, the term of membership expires on the last day of the financial year in the year following admission as a Member. Payment of dues is required for renewal of membership.

(c) Membership dues shall be payable in full by all Members renewing membership but may be prorated for new Members, new Members being those individuals who were not Members of the OAO in the previous financial year.

3. **Method of Payment**

(a) Full Payment

(i) On-line - Through the OAO website, once signed in and renewal page has been accessed, payment can be paid by credit card.

(ii) Fax- Dues Payment Option form needs to be completed (available on website and paper copy mailed with renewal notice) and faxed to the OAO office with credit card information.

(iii) Phone – Members contact the OAO office and provide credit card information over the phone.

(iv) Mail - Dues Payment Option form needs to be completed (available on website and paper copy mailed with renewal notice) and mailed to the OAO office with cheque or credit card information.

(b) Instalment Payment

(i) Pre-Authorized Payments – Member's bank account is debited monthly beginning the first business day of each calendar month. The first monthly payment will include all amounts in arrears to the first day of the financial year.

(ii) Credit Card Instalments – Member's credit card is debited in three instalments – instalment one will be paid upon receipt and processing of membership application, instalment two will be paid (60) days after the commencement of the financial year, and instalment three will be paid 120 days after the commencement of the financial year.

4. **Intent to Retire**

(a) The OAO dues, CAO per-member payment and advertising assessment of a Member who:

(i) practices part-time as set out in section 1(d)(v) above;

(ii) pays his/her OAO dues, CAO per-member payment and advertising assessment in monthly installments by credit card or pre-authorized payments; and

(iii) communicates to the OAO in writing his/her intent to retire, shall accrue on a monthly, rather than annual basis, and upon receipt of confirmation from the College of Optometrists of Ontario that the Member has retired, the individual's part-time OAO membership shall cease without further action or formality and no further OAO dues, CAO per-member payments or advertising assessments will be charged to the individual.

4.E HARDSHIP REDUCTION

The Board acknowledges the need to provide financial relief to those Members who may be experiencing severe financial hardship or facing other extenuating circumstances, and request a reduction in their membership dues.

Accordingly, the Board authorizes the CEO to act on its behalf, and ensure that such situations arising from hardship requests by Members are handled in a highly professional, confidential manner.

The CEO will ensure:

1. That a protocol is in place with criteria setting out the type of cost offset OAO is prepared to offer a Member, dependent on the nature and severity of the hardship.

2. All requests are received in writing with the Member fully stating the nature of the hardship.

3. Any financial concession offered to the Member is a one-time only situation for the fiscal year in which the Member is applying.

4. Prior to any consideration, a profile of the Member's history is retrieved, demonstrating that the Member is in good standing.

5. That recorded upon resolution of the situation, a detail of the type of financial relief granted to the Member is placed in the Member's file for future reference.

4.F STAFF TREATMENT

With respect to the treatment of paid staff and volunteers, the CEO shall not cause or allow conditions to persist which are inhumane, unsafe, unfair or undignified.

The CEO shall not allow violation of any legislative or legal standard such as the Canadian or Provincial Human Rights Code, The Employment Standards Act, or any legislation governing Pay Equity, Employment Equity, and Workplace Health and Safety.

4.G COMPENSATION AND BENEFITS

The CEO shall maintain fiscal integrity and a positive public image with respect to employment, compensation and benefits to employees, consultants and contract workers.

Accordingly, the CEO may not:

1. Change his or her compensation and benefits.

2. Establish current compensation and benefits which deviate materially from the geographic or professional market for the skills employed.

3. Create compensation obligations over a longer term than revenues can be safely projected.

4.H STAFF COMPENSATION

With respect to rewarding full-time employees with salary increases, the CEO will ensure:

1. Compensation adjustments follow a true variable-pay program that motivates and differentiates performance while also integrating performance to the strategic and operational business plans

2. Individual pay-for-performance will apply to all OAO employees with no cost-of-living allowance (COLA) rewarded.

3. Pay-for-performance is tied to the OAO's Performance Management System and will be applied in the form of an annual merit increase to the employee's base salary.

4. A pool of allocated funds, pre-approved by the Board of Directors, will be distributed to employees effective January 1, based on the performance standards of Clearly Exceeded Expectations and Fully Met Expectations for the previous calendared year.

5. Employees who are assessed as Partially Met Expectations or Below Expectations will not be entitled to a merit increase with ongoing performance tracked against targets so that they can modify behaviors and take corrective action if required.

6. Performance objectives will be set for each employee at the outset of the calendared year and measured at the end of the year.

7. A mid-year assessment will occur with each employee to ensure that they are tracking their performance against targets.

4.I FINANCIAL PLANNING

With respect to planning fiscal events (budgeting for all or any remaining part of a fiscal period), the CEO may not jeopardize the fiscal integrity of the organization.

Accordingly, s/he shall not cause or allow budgeting which:

1. Contains too little detail to enable: an accurate projection of revenues and expenses, separation of capital and operational items, subsequent audit trails and disclosure of planning assumptions.

2. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that year, without the approval of the Board.

3. Deviates materially from Board-stated priorities and objectives in its allocation among competing budgetary needs.

4. Jeopardizes the integrity of the services provided by the organization.

4.J FINANCIAL CONDITION

With respect to ongoing financial health, the CEO shall not cause or allow fiscal jeopardy. Accordingly, s/he shall not:

1. Expend more funds in the fiscal year to date than have been received in the cash flow, cash advances, or are provided for in any Board authorized line of credit.

2. Use any reserves outside of their intended purpose without Board approval.

3. Allow cash to drop below the amount needed to settle payroll and debts in a timely manner.

4. Allow actual allocations to deviate materially from Board priorities and objectives.

5. Authorize a line of credit without approval of the Board.

4.K ASSET PROTECTION

With respect to proper stewardship of organizational assets, the CEO shall not risk losses beyond those necessary in the normal course of business.

Accordingly, s/he shall not:

1. Fail to insure related property, premises and activities against property/liability losses and shall not fail to insure Board members and staff against liability losses arising from their agency related duties and activities.

2. Unnecessarily expose the organization, the Board or its staff to claims of liability.

3. Approve any purchase or make economic commitments exceeding $25,000.00 for a single purchase of goods or services without conducting an open and fair tendering process.

4. Transfer changes within the budget from one line to another without Board approval.

The following shall be observed for:

1. Expenditures of $10,000.00 or less, the CEO does not require authorization, a competition is not required, though the Association should make every effort to obtain the best price possible;

2. Expenditures between $10,001.00 - $25,000.00, the CEO shall seek authorization from the President and Treasurer and three (3) quotes are recommended to be obtained, where possible, either in writing or by telephone. Quotes should be documented (e.g. date, time, vendor contact information) and records kept;

3. Expenditures over $25,000, the CEO shall seek authorization from the President and Treasurer and a Request for Proposals (RFP) is required, seeking written responses from at least three (3) vendors. Quotes obtained under an RFP should be documented and records kept.

4.L CEO CONTINUITY OF EXECUTIVE SERVICES

In order to protect the Board from the loss of CEO services, the CEO shall not have less that one other staff member familiar with Board and CEO issues and processes, and shall not fail to maintain appropriate records and documentation which would facilitate continuity of operations.

4.M COMMUNICATION AND COUNSEL TO THE BOARD

With respect to providing information and counsel to the Board, the CEO shall not cause or allow the Board to be uninformed or misinformed.

Accordingly, s/he shall not:

1. Fail to inform the Board of relevant trends, material external or internal changes, particularly changes in the assumptions upon which any Board policy, priority or objective has been previously established.

2. Fail to gather staff and external points of view, issues and options and advice as needed for fully informed Board choices.

3. Fail to inform the Board on program changes or staff changes related to services offered.

4.N INVESTMENTS

With respect to the investment of OAO surplus funds, the CEO shall ensure:

1. Surplus funds are invested under a mandate to include a “Liquid Funds” portfolio and a “Long Term” portfolio.

2. The “Liquid Funds” portfolio will be managed with the objective of earning income while maintaining capital preservation.

3. The “Long Term” portfolio will be managed for prudent capital appreciation with a goal of achieving reasonable total return from balanced growth and income.

4. In terms of risk tolerance, the OAO can tolerate reasonable short-term volatility in the equity and bonds market, however, the “Long Term” portfolio should be managed such that volatility is in keeping with a portfolio structured to achieve balanced long-term growth and income.

5. Given the OAO’s long term investment objectives, the asset mix strategy applied will involve a diversified portfolio of quality securities including common stocks, bonds and, as required, other income-generating securities such as preferred shares with no single issuer.

6. The portfolio will be diversified across industry sectors and geographically and where advantageous, the funds may be invested in pooled funds or mutual funds with investments in a diversified portfolio of quality securities.

7. The services of an investment firm will be utilized and the firm selected will be provided with a copy of this policy as a limit to its activity on the Board’s behalf.

8. The investment firm will enter into an asset management agreement with OAO at the outset of its appointment.

9. The investment firm will provide a quarterly compliance report, which will be shared with the Board.

10. The “Long Term” portfolio will be allocated reflecting the following asset mix strategy:

Asset Class	Minimum	Benchmark	Maximum
Cash& Equivalents	0%	0%	10%
Fixed Income	45%	55%	65%
Canadian Equity	20%	25%	30%
US Equity	0%	10%	20%
International Equity	0%	10%	20%

APPENDIX A

ONTARIO ASSOCIATION OF OPTOMETRISTS

DIRECTOR AND COMMITTEE MEMBER ACKNOWLEDGEMENT AND DISCLOSURE FORM

Name	Position Title

1. I hereby acknowledge and confirm that I have read, understood and agree in my role as a Director or Committee member to comply with the Ontario Association of Optometrists' (OAO's) By-Law and all governance principles, policies, procedures and terms of reference, including without limitation the requirements and procedures in respect of confidentiality and conflict of interest. I further acknowledge that failure to comply with the Governance Policy Manual may result in disciplinary action at the discretion of the Board up to and including recommendation of termination as a Director by the Members of the OAO or removal as a member of a Committee, as appropriate.

2. ☐ I hereby declare that I do not have a conflict of interest which would prevent me from serving as a Director or Committee member pursuant to the Conflict of Interest provisions in Article 14 of the OAO's By-Law and the Conflict of Interest Policy (Policy 1-E) (the "**Conflict of Interest Policy**"). In the event that a conflict of interest arises in respect of any matter before the Board or Committee, as appropriate, I agree to abide by the provisions of the By-Law and the Conflict of Interest Policy.

OR

☐ I am currently in a situation which is or may constitute an actual, potential or perceived Conflict of Interest as defined in the Conflict of Interest Policy, the details of which are as follows:

I declare that the information given is true, correct and complete to the best of my knowledge and belief.

Signature	Date

APPENDIX B

OAO COMPENSATION SCHEDULE
HONORARIUMS AND REIMBURSEMENT OF EXPENSES

As of May 1, 2023

	PRESIDENT	VICE PRESIDENT	TREASURER	DIRECTORS	PAST PRESIDENT (regardless of whether he/she is a Director)	COMMITTEE CHAIRS (applies also to Working Groups and Task Forces)	COMMITTEE MEMBERS (applies also to Working Groups and Task Forces)
		Payment are issued through Payroll			Payments are issued through Accounts Payable		
REMUNERATION	$95,625/year (no per diems)	$55,000/year (no per diems)	$5,312.50/year plus compensation as set out for Directors	Meetings >2 hours $876.56 **Teleconferences** $438.28 (for Board meetings only with no restrictions on duration)	Meetings > 2 hours $876.56 **Teleconferences** $438.28 (for Board meetings only with no restrictions on duration)	Meetings $1,277.19/full day $613.59/half day Teleconferences $525.94 (>3 hours) $262.97 (< 3hours)	Meetings $867.56/full day $438.28/half day Teleconferences $438.28 (>3 hours) $219.14 (<3 hours)
				Preparation time (>2 hours) - $109.58	Preparation time (>2 hours) - $109.58	Preparation time (>2 hours) - $109.58	Preparation time (>2 hours) - $109.58
ANNUAL STIPEND	Up to a maximum of $1,593.75/year	Up to a maximum of $1,593.75/year	Nil	Nil	Nil	Nil	Nil
TRAVEL EXPENSES accommodations and travel (e.g. parking, flights, auto rental, hotel)		Flights – economy or coach class Auto rental – mid-size or smaller Hotel – where one-way trip between home and event location exceeds 50 Km If meeting is over multiple days, hotel accommodation will be provided for anyone wishing to stay overnight.					
MEAL EXPENSES Food and drink		Food budget – Breakfast $37.19, lunch $37.19, dinner $53.13 Inclusive of tax and tip					
MILEAGE		Mileage for use of personal auto shall be set according to current CRA guidelines. Google maps are to be used to show distance. 2022 CRA rate is $.68/km					

- Reasonable out-of-pocket expenses are fully reimbursed, provided attendance/participation is approved by the President or Chief Executive Officer
- This Compensation Schedule applies to OAO Committees, Working Groups and Task Forces
- Expense claim form is completed and original receipts are included
- Expenses for accompanying spouse and/or guest(s) cannot be claimed
- Consideration for use of hotel accommodation for all directors in extenuating circumstances with prior approval of President or Chief Executive Officer