Explanatory Note

Board of Directors – Approved Amendments to OAO Governance Policies

Background:
Over the course of the 2023-24 and 2024-25 OAO Board Years, the Board of Directors (BOD) passed certain resolutions to amend various Governance Policies. The OAO Governance Policies have been amended and restated to incorporate amendments approved by the Board effective up to and including February 10, 2025.

At the BOD meeting on February 10, 2025, the BOD reviewed and confirmed the amended and restated Governance Policies and directed that they be posted on the OAO Members' site, along with communications regarding the amendments made.

Accordingly, here is a summary of the changes reflected in the revised OAO Governance Policies:

1-G. HONOURARIUMS AND EXPENSES

Policy 1-G has been amended to require Member approval of the Compensation Schedule if a change in compensation is an increase larger than the cost-of-living increase, determined by using the Annual Average Consumer Price Index reported by Statistics Canada, as follows;

> A Compensation Schedule, showing in Appendix B, shall be adopted by the Board from time to time subject to approval by the Members in accordance with the Policy set out below. The Compensation Schedule shall be applied in accordance with the Policy set out below.
>
> […]
>
> If the change in compensation is an increase larger than the cost-of-living increase, determined by using the Annual Average Consumer Price Index reported by Statistics Canada, then such increase to compensation of Directors and Officers shall be submitted to the Members for approval by Ordinary Resolution.

APPENDIX B – OAO COMPENSATION SCHEDULE

The Board of Directors accepted the recommendation of the Governance Committee that Appendix B of the Governance Policies manual be updated to include a half-day in-person category for Board meetings at a similar percentage to what is put forth in the Appendix for half-day Committee meetings. In addition, the Board approved an update to the mileage to the 2024 rate and a 5.02% increase in Board Executive and Committee member remuneration consistent with the rate of inflation, which was effective May 1, 2024.

1.H ROLES AND RESPONSIBILITIES OF OFFICERS

Policy 1-H has been revised to remove term limits for the office of Secretary to enable the CEO to fulfill this role on a consistent basis.

1-N. MINUTES OF OAO MEETINGS

Policy 1-N has been revised to provide that OAO Board meeting minutes, except for in-camera minutes, will be posted to the OAO Members-only website within 15 business days of being approved by the OAO Board of Directors, as follows:

> 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 within 15 business days of being approved.

1-P. MEMBER CONSULTATION

Policy 1-P has been updated to remove the section on OHIP Negotiations, which can now be found in the new Policy 1T – OHIP Negotiations (see below).

1-S. MEDIA REQUEST POLICY

Policy 1-S is a new policy setting out the process to be observed by the OAO when seeking out OAO Members to respond to media requests or to provide special services and supports to the OAO.

1-T. OHIP NEGOTIATIONS

Policy 1-T is a new policy that mandates the Board to appoint an OHIP Negotiating Committee for OHIP negotiations with the Government and approve its terms of reference. The policy outlines the composition and selection criteria for the Committee, as well as the requirement for the Committee to consult OAO Members on substantial changes to the OHIP payment model for OHIP-insured services. It also stipulates that any final settlement with the Government must be approved by the Board and OAO Members.

2-E. FINANCE AND AUDIT COMMITTEE TERMS OF REFERENCE

The Finance and Audit Committee Terms of Reference have been amended to state that the Committee is responsible to "approve and review the budget prior to the November Board of Directors meeting."

4-C. SERVICES TO MEMBERSHIP AND SUPPORTERS

Policy 4-C has been amended to add OAO Insurance Program entitlements for Affiliates and Honouraries, as follows:

> 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

4-D. DUES

Policy 4-D has been amended to revise the membership dues and advertising assessment payable by Members who no longer hold a certificate of registration to carry on the practice of Optometry in Ontario because of retirement, as follows:

Policy 4-D previously stated that:

> 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.

Policy 4-D has now been revised to state:

> 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, and whose combined age and years of service is equal to or greater than 125 years, would pay no annual Membership dues or advertising assessment.

FORMATTING REFINEMENTS

In addition to the policy changes outlined above, formatting refinements have been made to the Governance Policies manual for clarity and correction, where needed.