



College of  
**Midwives**  
of Ontario

Ordre des  
**sages-femmes**  
de l'Ontario

# Governance Policies

<b>Policy Type:</b>	<b>Governance Process</b>
<b>Policy Title:</b>	<b>Governance Principles</b>
<b>Reference:</b>	<b>GP1</b>
<b>Date approved:</b>	<b>June 24, 2020; October 13, 2016; November 21, 2014</b>

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Council will govern with an emphasis on:

- Accountability to the public
- Commitment to protecting the public interest
- Strategic/policy leadership rather than administrative/management detail
- Clear distinction of Council, Committee and Registrar roles
- Encouraging diverse viewpoints while seeking consensus
- Collective rather than individual decision-making
- Evidence-based decision-making
- Proactive behaviours

Accordingly, Council will

1. Cultivate a sense of group responsibility.
2. Accept responsibility for excellence in governance and enforce upon itself whatever discipline is necessary in this regard. Discipline will apply to attendance, preparation for meetings, respect for diverse viewpoints and consensual decision-making, staying on topic, speaking with one voice and respect for the role of the Registrar.
3. Govern, direct and inspire the College through the careful establishment of broad written policies reflecting Council's values and perspectives about outcomes to be achieved and expectations to be met.
4. Develop and approve policy on the intended long-term effects of the College, not on the administrative or programmatic means used to attain those effects.
5. Commit to ongoing Council development including the orientation of new Council members in Council's governance processes, engage in regular discussion towards governance process improvement and undertake an evaluation process.
6. Self-monitor and discuss Council's processes and performance on an annual basis.
7. Allow all members of Council to cast a vote.

<b>Policy Type:</b>	<b>Governance Process</b>
<b>Policy Title:</b>	<b>Council Role Description</b>
<b>Reference:</b>	<b>GP2</b>
<b>Date approved:</b>	<b>June 24, 2020; October 13, 2016; November 21, 2014</b>

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The role of Council is to determine and demand appropriate organizational performance in the regulation of the profession and in the governance of the College.

Accordingly,

1. With respect to its regulatory role, Council shall
  - a. Make, modify and monitor regulations that Council believes are necessary for regulation and as required by the Minister of Health and Long-Term Care;
  - b. Properly constitute committees and panels of the College;
  - c. Develop and approve quality measures for entry-to-practise, re-entry to practise, practice of the profession, and continuing competency;
  - d. Develop, implement and monitor fair and transparent policies designed to protect the public from ineffective, unethical or unsafe practices;
  - e. Ensure an effective means of communication with the public and with members of the College;
  - f. Ensure the College is achieving its broad regulatory objectives and outcomes.
2. With respect to its governance role, Council shall make, modify and monitor governing policies that address:
  - a. Governance Process: How Council conceives, carries out and monitors its own task;
  - b. Council Registrar-CEO Linkage: How Council delegates to, monitors and evaluates the Registrar's role, authority and accountability;
  - c. Registrar-CEO Expectations: Policies that authorize the Registrar's conduct in achieving regulatory outcomes and meeting strategic priorities.

<b>Policy Type:</b>	<b>Governance Process</b>
<b>Policy Title:</b>	<b>Council Chair's Role</b>
<b>Reference:</b>	<b>GP3</b>
<b>Date approved:</b>	<b>June 24, 2020; October 13, 2016; May 27, 2015; November 21, 2014</b>

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The Council Chair (the Chair), as the elected chair of Council, ensures the integrity of Council's processes, and where appropriate, represents Council to outside parties.

Accordingly,

1. The result of the Chair's work is that Council behaves consistently with its Governance Process policies.
2. The authority of the Chair consists in making decisions that fall within topics covered by Council policies on Governance Process and Council Registrar-CEO Linkage. The Chair may delegate authority to others but will remain accountable for its use. The Chair is authorized to use any reasonable interpretation of the provisions of these policies. Therefore,
  - a. The Chair is empowered to chair Council and Executive Committee meetings, with all the commonly accepted power of those positions (e.g. rulings, recognition). The Chair may relinquish the chair if, in their view, they should in order to enter into debate during Council meetings;
  - b. The Chair shall be entitled to vote on matters before Council;
  - c. The Chair has no authority to make decisions about policies created by Council and therefore, the Chair has no independent authority to supervise or direct the Registrar;
  - d. The Chair will represent Council to outside parties in announcing Council-stated positions and in making interpretations within the area delegated to them
  - e. The Chair has the responsibility to ensure security and maintenance of Council-owned files such as by-laws, agendas, and minutes;
  - f. The Chair is accountable for the orientation of the Registrar and Council members to the College of Midwives of Ontario;
  - g. In the absence of the Chair, the Vice-Chair Professional or the Vice-Chair Public assumes the Chair's role. The Chair and Vice-Chair(s) shall ensure that there are appropriate processes and communications in place to bring this into effect when needed.
3. The Chair will be evaluated annually according to a process approved by Council.

<b>Policy Type:</b>	<b>Governance Process</b>
<b>Policy Title:</b>	<b>Vice-Chair's Role</b>
<b>Reference:</b>	<b>GP4</b>
<b>Date approved:</b>	<b>June 24, 2020; October 13, 2016; November 21, 2014</b>

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Council operates with two Vice-Chairs of Council (Vice-Chair): Vice-Chair Professional and Vice-Chair Public. Each Vice-Chair is vested with all the powers and performs the duties of the Chair in the absence or inability of the Chair to act. In such instances, they ensure the integrity of Council's process, and where appropriate, represent Council to outside parties. In addition, the Vice-Chairs perform regular supportive duties.

Accordingly,

1. The Vice-Chairs act as officers of the College and are elected members of the Executive Committee of Council.
2. The Vice-Chairs have the authority to advise the Chair on topics covered by Council policies on Governance Process and Council Registrar- CEO Linkage.
3. The Vice-Chairs may be assigned by the Chair to represent Council to outside parties.
4. The Vice-Chairs may perform other duties, as requested by the Chair or assigned by Council.

<b>Policy Type:</b>	<b>Governance Process</b>
<b>Policy Title:</b>	<b>Council and Committee Member's Role and Code of Conduct</b>
<b>Reference:</b>	<b>GP5</b>
<b>Date approved:</b>	<b>June 24, 2020; October 13, 2016; November 21, 2014</b>

Council and Committee members make decisions in the public interest considering an understanding of the midwifery profession and environments in which it is practised. Council and Committees are committed to lawful conduct and commonly accepted business and professional ethics, including proper decorum, confidentiality and use of authority, when acting as Council and Committee members.

Accordingly,

1. Council members will serve on Council and on at least one statutory committee to which they are appointed.
2. Council and Committee members will support all of the decisions taken by Council and Committees.
3. Council and Committee members must prioritize the interests of the College. This accountability supersedes any conflicting loyalty to any specific interest group and membership on any other governing body.
4. Council and Committee members must avoid conflict of interest with respect to their fiduciary responsibilities.
  - a. There must be no conduct of private business or personal services between any Council and Committee member and the College except as procedurally controlled to ensure openness, competitive opportunity, and equal access to inside information.
  - b. Council and Committee members may not use their positions to obtain employment, with the College or its agents, for themselves, family members or close associates.
  - c. Should a Council or Committee member wish to be considered for employment with the College they must resign from Council or the Committee prior to submitting their application.
5. Council and Committee members cannot exercise individual authority over the organization.
  - a. Council and Committee members' interactions with the Registrar or with staff must recognize the lack of authority vested in individuals except when explicitly Council-authorized.
  - b. Similarly, Council and Committee members' interactions with the public, press or other entities must recognize the same limitations.
6. Council and Committee members will respect the confidentiality inherent in their role.

Code of Conduct Acknowledgement for Council and Committee Members

I, \_\_\_\_\_, acknowledge that I have read and understood and agree to comply with the Duties of Council and Committee member provisions in the by-laws as well as “Council and Committee Member’s Role and Code of Conduct”

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

Disclosure of Conflict of Interest

I undertake to comply with the conflict of interest provisions in the By-laws and to inform Council or a Committee of Council of any conflict of interest that may arise during the course of the coming year involving the undersigned.

To the best of my knowledge, I,

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a member of Council or a Committee of the Council of the College of Midwives of Ontario, currently

- DO NOT have an actual or perceived conflict of interest.
- DO have a conflict of interest (please explain)

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Name (please print)

Signature

Date

<b>Policy Type:</b>	<b>Governance Process</b>
<b>Policy Title:</b>	<b>Confidentially and Disclosure of College Information</b>
<b>Reference:</b>	<b>GP6</b>
<b>Date approved:</b>	<b>June 24, 2020; March 20, 2019; November 21, 2014</b>

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All Council and Committee members (“members”) will adhere to the confidentiality provisions as set out in the RHPA\* and treat as confidential all sensitive information obtained or available as a result of their appointment/election to the College. All members will take all reasonable precautions to safeguard the confidentiality of such information.

Accordingly,

1. Members will sign a Statement of Confidentiality upon commencement of their term and annually thereafter.
2. All records (defined as any tangible information in any form, e.g., document, recording, tape) obtained as a member will remain the exclusive property of the College.
3. Members will maintain confidentiality of information with respect to all matters that come to their knowledge in the course of their duties except as authorized by the RHPA.
4. Other than in the course of completing documented duties, no member will remove any books, records, documents or property belonging to the College, from the College office. Any such property issued to a member in the course of their duties will be returned to the College upon completion of the member’s term.

\* Note: Common law also imposes fiduciary duties on Council members that include the obligation to keep matters confidential.

## STATEMENT OF CONFIDENTIALITY

I have read and understood and agree to abide by the College's Confidentiality and Disclosure of College Information policy.

I have read and understood and agree to abide by sections 36(1) and 40(2) and (3) of the Regulated Health Professions Act (the "RHPA"), which outline my duty of confidentiality and the consequences for a breach of confidentiality.

I understand that:

- all confidential and/or personal information that I have access to or learn through my affiliation with the College is confidential
- as a condition of my affiliation with the College, I must comply with the Confidentiality and Disclosure of College Information Policy and related procedures
- my failure to comply may result in the termination of my affiliation with the College and may also result in legal action being taken against me by the College and others.

I undertake to take all reasonable steps not to access, use or disclose without authorization any confidential and/or personal information that I learn of or possess because of my affiliation with the College, unless it is necessary for me to do so in order to perform my responsibilities or meet my legal obligations. I also understand that under no circumstances may confidential and/or personal information be communicated either within or outside of the College except to other persons who are authorized by the College or by law to receive such information.

If I believe that disclosure of confidential information or personal information obtained in the course of my duties is required by law (such as pursuant to a criminal proceeding), I shall notify the Registrar as soon as reasonably possible and as much in advance of the impending disclosure as possible so that the College may obtain legal advice with respect to the matter. In the event that I disclose or attempt to disclose any such confidential or personal information in breach of this statement of confidentiality, I understand that the College shall be entitled to enforce its legal rights to prevent the disclosure of the information by injunction or otherwise and may bring such further action against me as it considers advisable.

I agree that I will not alter, destroy, copy or interfere with this information, except with prior authorization and in accordance with the applicable College policies and procedures.

In the event that I have questions or concerns about any matter covered by this Statement or if I have concerns about confidentiality matters concerning the College, I will promptly contact the Registrar.

I have read and understood and agree to abide by the College's Confidentiality and Disclosure of College Information policy.

I have read and understood and agree to abide the College's Information Security Policy (for Council, Committee, and Working Group Members) and Privacy Code.

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Name (please print)

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Signature

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Date

<b>Policy Type:</b>	<b>Governance Process</b>
<b>Policy Title:</b>	<b>Committee Chair's Role</b>
<b>Reference:</b>	<b>GP7</b>
<b>Date approved:</b>	<b>June 24, 2020; October 13, 2016; November 21, 2014</b>

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The Committee Chair of statutory, standing or sub-committees ensures the integrity of the Committee's process.

Accordingly,

1. The result of the Committee Chair's work is that the Committee acts consistently with its own rules and those legitimately imposed upon it from Council, including
  - a. The development of an appropriate committee agenda in consultation with staff.
  - b. Discussing only those issues which, according to Council policy, are appropriate for the Committee to deliberate;
  - c. Ensuring that deliberation is fair, open and thorough but also timely, orderly and kept on topic.
2. The authority of the Committee Chair consists in making decisions that fall within topics delegated to the Committee to discuss. Therefore,
  - a. The Committee Chair is empowered to chair Committee meetings, with all the commonly accepted power of that position (e.g. rulings, recognition);
  - b. The Committee Chair has no authority to make decisions about policies created by Council and therefore, the Committee Chairperson has no authority to supervise or direct the Registrar;
  - c. The Committee Chair may delegate their authority as chair but remains accountable for its use.

**Policy Type:** Governance Process  
**Policy Title:** Council Committee Principles  
**Reference:** GP8  
**Date approved:** June 24, 2020; October 13, 2016; November 21, 2014

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Committees established under the Regulated Health Professions Act, (RHPA) shall perform the function that is assigned to them under the authority of the RHPA. Committees established by Council are assigned to undertake work on behalf of Council and to reinforce the wholeness of Council's job and never to interfere with the delegation from the Council to the Registrar.

<b>Policy Type:</b>	<b>Governance Process</b>
<b>Policy Title:</b>	<b>Cost of Governance</b>
<b>Reference:</b>	<b>GP9</b>
<b>Date approved:</b>	<b>June 24, 2020; October 13, 2016; November 21, 2014</b>

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To govern effectively, Council will invest in its regulatory and governance capacity including skills, processes and supports.

Accordingly,

1. Council will approve an annual budget for direct expenses associated with fulfilling its regulatory objectives. As such the Registrar will budget for the direct expenses associated with internal College governance.

<b>Policy Type:</b>	<b>Governance Process</b>
<b>Policy Title:</b>	<b>Governance Evaluation</b>
<b>Reference:</b>	<b>GP10</b>
<b>Date approved:</b>	<b>December 9, 2020; June 24, 2020; October 13, 2016; November 21, 2014</b>

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Council will evaluate its effectiveness on an annual basis.

Accordingly,

1. Council will evaluate its own performance on the responsibilities highlighted in the Governance Process Policies and Council Registrar-CEO Linkage policies.
2. The Executive Committee will recommend an evaluation process to Council for their approval.
3. A third-party assessment of Council's effectiveness will be conducted at least once every three years.

<b>Policy Type:</b>	<b>Governance Process</b>
<b>Policy Title:</b>	<b>Commitment to Strategic Planning</b>
<b>Reference:</b>	<b>GP11</b>
<b>Date approved:</b>	<b>December 9, 2020; June 24, 2020; October 13, 2016; November 21, 2014</b>

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It is the policy of the College to ensure the existence of a timely and appropriate strategic plan, prepared in concert with Council and staff and monitored regularly and consistently.

Accordingly,

1. At least every three to five years, Council will dedicate a portion of its resources to the development of a strategic plan.
2. All members of Council together with the Registrar (and other staff as appropriate) participate in a strategic planning process agreed to by Council.

<b>Policy Type:</b>	<b>Governance Process</b>
<b>Policy Title:</b>	<b>Council's Annual Planning Cycle</b>
<b>Reference:</b>	<b>GP12</b>
<b>Date approved:</b>	<b>December 9, 2020; June 24, 2020; October 13, 2016; November 19, 2015; November 21, 2014</b>

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Council adopts an annual planning cycle to optimize its effectiveness in governing, directing and fulfilling its regulatory function.

Accordingly,

1. Council meets, in person, a minimum of three (3) times each year in compliance with the By-laws, however, Council will meet four (4) times each year. Under extraordinary circumstances, or when additional meeting may be required, meetings may be held by teleconference or by other electronic means.
2. At each meeting, Council will:
  - a. Review the Registrar's monitoring report, including the most recent quarterly financial report
  - b. Review reports for Committees as appropriate
3. Prior to its first meeting, Council conducts its Orientation of Council Members
4. At each meeting, Council will perform the following additional functions, in accordance with the following schedule:
  - a. Meeting #1 (post-elections)
    - i. Annual Conflict of interest declaration, and Confidentiality and Code of Conduct agreements.
    - ii. Approval of slate of Council members
    - iii. Annual election of Executive Committee
  - b. Meeting #2
    - i. Approval of Committee membership and composition
    - ii. Annual Council Evaluation report and Education Plan
  - c. Meeting #3
    - i. Report to Council on Annual Operational Plan
    - ii. Approval of Annual Budget
    - iii. Approval of Annual Operational Plan
  - d. Meeting #4
    - i. Annual Report
    - ii. Report to Council on Registrar's Performance Review
    - iii. Review and approval of financial conditions (Auditor's Report and Audited Financial Statements).
5. Council will review its governance policies at least once every three to five years.

<b>Policy Type:</b>	<b>Governance Process</b>
<b>Policy Title:</b>	<b>Registrar-CEO Replacement</b>
<b>Reference:</b>	<b>GP13</b>
<b>Date approved:</b>	<b>June 24, 2020; October 13, 2016; November 21, 2014</b>

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It is the responsibility of Council to seek out an individual to perform the role of Registrar in the event that the position is vacant.

Accordingly,

1. The Emergency Registrar-CEO Replacement policy takes effect.
2. Council shall appoint a minimum of three Council members to form a Search Committee who shall be authorized to interview, evaluate, negotiate and recommend to Council the appointment of an individual as Registrar.
  - a. At least one of whom shall be a public member and at least one of whom shall be a professional member.
3. The Search Committee, with the assistance of senior staff, may issue a Request for Proposals from individuals and firms qualified to conduct a search on behalf of Council and make a recommendation to Council to contract with the successful individual or firm.
  - a. The scope of the work to be conducted by a search firm and/or Search Committee is approved by Council
4. The Search Committee shall present to Council for approval, the name of a preferred candidate for the position, their qualifications, a draft negotiated employment agreement including compensation, benefits and start date.

**Policy Type:**  
**Policy Title:**  
**Reference:**  
**Date approved:**

**Governance Process**  
**Non-Council Committee Member Appointments**  
**GP14**  
**June 24, 2020; June 28, 2017**

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In accordance with the College's By-laws (s. 6.11), the Council may appoint ~~midwives~~ individuals who are not members of the Council to any Committee or Working Group at their discretion.

#### Eligibility

Eligibility for appointment is detailed in the College By-laws (s. 6.12).

#### Selection Criteria

In addition to the eligibility requirements outlined in the by-laws, Council may take into consideration various professional competencies, personal attributes, applicant demographics, skills and experiences to ensure collective expertise is represented when appointing non-Council members to committees.

#### Term of Office and Removal

Term of Office and Removal are detailed in the College By-laws (ss. 6.09; 6.13).

#### Maximum Term

A non-council member may serve a maximum of six consecutive terms, as an appointed non-council member.

#### Application Process for Recruiting Non-Council Members

Interested applicants must submit a letter of interest along with their curriculum vitae to the College. A list of applicants and any accompanying documents will be reviewed by the Executive Committee. The Executive Committee will select members for appointment based on the selection criteria and identified areas of expertise. This list will then be submitted to Council for approval.

#### Process for Re-Appointing Non-Council Members

Non-Council Members may be reappointed in accordance with the committee member appointment guidelines.

**Policy Type:**  
**Policy Title:**  
**Reference:**  
**Date approved:**

**Governance Process**  
**Addressing or Presenting to Council**  
**GP15**  
**June 24, 2020; October 9, 2019**

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The Council acts openly and is accountable to members of the public, members of the College and stakeholders. As such, the Council invites individuals to address Council on issues relevant to its role of regulating the profession in the public interest.

Accordingly,

1. A portion of each regularly scheduled Quarterly Council meeting will be designated as a period where the Council will hear from any individual who wishes to address the Council, subject to the conditions set out in this policy.
2. The Council, at a prior meeting, may identify matters on which they wish to have presentations at future meetings. Matters to be heard at a meeting may not be related to an agenda items scheduled for a decision of the Council at the meeting.
3. Persons wishing to address the Council meeting must provide a written request to the Registrar & CEO no later than 10 business days prior to the date of the meeting. Requests shall include a brief description of the specific matter to be addressed.
4. Presentations with respect to complaints or reports, disciplinary matters or specific Members will not be permitted.
5. Requests to address the Council on a specific item will be granted (generally in the order of the receipt of the requests), if approved by the Chair. The Chair shall give priority in the selection process to matters previously identified by the Council to be addressed. Persons not permitted to address the Council shall be so notified.
6. The Chair is not obligated to grant a request to address the Council, and the Council is not obligated to take any action on any presentation it receives.
7. The Council may limit the number of presentations heard at any one meeting.
8. Persons addressing the Council will be required to limit their remarks to ten minutes. Council may ask questions of the presenter within this timeframe.
9. If a group wishes to make a submission, a single spokesperson for the group shall be identified.
10. Persons addressing the Council must make their presentation on the agreed upon topic and may not pose questions to Council on matters previously deliberated and decided upon.

**Policy Type:** Council Registrar-CEO Linkage  
**Policy Title:** Unity of Control  
**Reference:** CRL1  
**Date approved:** June 24, 2020; October 13, 2016; November 21, 2014

Only decisions of Council acting as a body are binding on the Registrar.

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Accordingly,

1. Decisions or instructions of individual Council members are not binding on the Registrar except in rare instances when Council has specifically authorized such exercise of authority.
2. In the case of Council members or Committees requesting information or assistance without Council authorization, the Registrar may refuse such requests that require, in the Registrar's opinion, a material amount of staff time or funds, or are disruptive.

<b>Policy Type:</b>	<b>Council Registrar-CEO Linkage</b>
<b>Policy Title:</b>	<b>Registrar-CEO Accountability and Position Description</b>
<b>Reference:</b>	<b>CRL2</b>
<b>Date approved:</b>	<b>June 24, 2020; October 13, 2016; November 21, 2014</b>

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As Council's single official link to its daily operations and staff, the Registrar's performance is synonymous with the College's performance.

Accordingly, the Registrar's accountability is to performance in three areas:

1. Accomplishment of Council's strategic objectives as set out in the College's Strategic Plan as approved by Council.
2. Compliance with the Registrar-CEO Expectations as set out in policy.
3. Fulfillment of the duties and responsibilities of the Registrar in accordance with the Regulated Health Professions Act, 1991, the Midwifery Act, other relevant legislation and the by-laws of the College of Midwives of Ontario.

<b>Policy Type:</b>	<b>Council Registrar-CEO Linkage</b>
<b>Policy Title:</b>	<b>Delegation to the Registrar-CEO</b>
<b>Reference:</b>	<b>CRL3</b>
<b>Date approved:</b>	<b>June 24, 2020; October 13, 2016; November 21, 2014</b>

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Council delegates the College operations to the Registrar of the College. Council instructs the Registrar through written policies and describe the organizational situations and actions to be achieved, allowing the Registrar to use any reasonable interpretation of these policies.

The Registrar is Council's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as Council is concerned, is considered the authority, responsibility and accountability of the Registrar.

Accordingly,

1. Council will develop and approve the College's strategic priorities
2. Council will develop Registrar-CEO Expectations policies that limit the latitude the Registrar may exercise in choosing the organizational means.
3. Council will authorize and encourage the Registrar to establish all further operational policies, make all decisions, take all actions, establish all practices, and develop all activities using any reasonable interpretation of the Registrar-CEO Expectations policies
4. Council may change its strategic priorities and Registrar-CEO Expectations policies. However, Council may not apply such shifts retroactively with respect to the evaluation of performance of the Registrar.
5. Council will support the Registrar's choices within the Registrar-CEO Expectations established.

<b>Policy Type:</b>	<b>Council Registrar-CEO Linkage</b>
<b>Policy Title:</b>	<b>Monitoring Registrar-CEO Performance</b>
<b>Reference:</b>	<b>CRL4</b>
<b>Date approved:</b>	<b>June 24, 2020; October 13, 2016; November 19, 2015; November 21, 2014</b>

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Council views Registrar performance as identical to organizational performance. The performance of the Registrar will be evaluated in accordance with a process approved by Council.

<b>Policy Type:</b>	<b>Registrar-CEO Expectations</b>
<b>Policy Title:</b>	<b>Interaction with Staff</b>
<b>Reference:</b>	<b>RE1</b>
<b>Date approved:</b>	<b>June 24, 2020; June 22, 2016; May 27, 2015; November 21, 2014</b>

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With respect to interaction with staff, the Registrar shall treat staff in a fair, respectful and ethical manner.

For the purposes of this policy, the following definition will apply: “Staff” is defined broadly to include employees, consultants, contract workers and volunteers.

Accordingly, the Registrar shall:

1. Comply with employment standards legislation as set by the Governments of Ontario and Canada.
2. Acquaint staff with the characteristics of their job responsibilities and obligations to the College, including but not necessarily limited to position descriptions, reporting relationships, security and confidentiality.
3. Objectively evaluate staff annually on their performance based on their job responsibilities and agreed upon performance measures.
4. Establish human resource policies, acceptable to Council, that govern staff and their working conditions.
  - a. Establish policies that provide for effective handling of staff complaints, and protect against wrongful conditions such as nepotism and inappropriately preferential treatment
5. Provide an environment for staff to express ethical dissent without discrimination.
6. Take adequate measures to prevent sexual harassment or workplace violence and investigate any internal complaints promptly.
7. Provide a mechanism for staff to present concerns to Council through the Chair when
  - a. staff complaint resolution procedures have been exhausted; and
  - b. the employee alleges that either Council policy has been violated or Council policy does not adequately protect their human rights.
8. Establish compensation and benefits packages for staff that reflect the market value for the skills employed.
9. Acquaint staff with their rights and obligations under this policy.

<b>Policy Type:</b>	<b>Registrar-CEO Expectations</b>
<b>Policy Title:</b>	<b>Financial Planning and Budgeting</b>
<b>Reference:</b>	<b>RE2</b>
<b>Date approved:</b>	<b>June 24, 2020; June 22, 2016; May 27, 2015; November 21, 2014</b>

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Financial planning for any fiscal year or the remaining part of any fiscal year shall be derived from a multi-year financial plan and in accordance with the budget.

Accordingly, the Registrar will prepare financial plans and budgets that:

1. Are based on an annual operating plan that specifies the operational priorities for the year.
2. Contain adequate information to enable credible projection of revenues and expenses, separation of capital and operational items, cash flow and disclosure of planning assumptions.
3. Provide adequate cash flow to support operations throughout the year.
4. Plan for no more than an equal expenditure of funds to that which is projected to be received in that fiscal period, unless directed by Council.
5. Allocate sufficient resources, both human and financial, to satisfy Council's intended outcomes.
6. Appropriately balance resources, both human and financial, between the budget and Council's intended outcomes.
7. Provide sufficient resources to support Council's ability to perform its governance role including the Cost of Governance (GP11) and all Council and committee meetings.
8. Meet financial obligations to government bodies.

<b>Policy Type:</b>	<b>Registrar-CEO Expectations</b>
<b>Policy Title:</b>	<b>Financial Condition and Activities</b>
<b>Reference:</b>	<b>RE3</b>
<b>Date approved:</b>	<b>June 24, 2020; June 22, 2016; May 27, 2015; November 21, 2014</b>

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With respect to the actual, ongoing financial condition and activities, the Registrar shall operate within the approved budget.

Accordingly, the Registrar shall:

1. Obtain Council approval for any College debt in an amount greater than can be repaid by unencumbered (i.e. uncommitted) revenues within 60 days.
2. Obtain Council approval for the use of any reserve funds or any restricted assets.
3. Settle all accounts payable in a timely manner.
4. File tax payments or other government-ordered payments in an accurate and timely manner.
5. Obtain the signature of the Chair or Vice Chair on any payment instrument (i.e. cheques, notes, drafts, or orders for payment of money) where the instrument is in payment to the Registrar.
6. Monitor and report on the financial condition of the College to Council on a quarterly basis.
7. Pursue receivables within a reasonable grace period.
8. Obtain Council or Executive Committee approval to exceed budgeted amounts by more than 25% in any one subcategory (e.g. Professional Fees which includes Legal, Finance, and Expert).
9. Obtain Council or Executive Committee approval prior to making any financial or service commitment greater than 5 years.

<b>Policy Type:</b>	<b>Registrar-CEO Expectations</b>
<b>Policy Title:</b>	<b>Asset Protection</b>
<b>Reference:</b>	<b>RE4</b>
<b>Date approved:</b>	<b>June 24, 2020; June 22, 2016; May 27, 2015; November 21, 2014</b>

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The Registrar will ensure the assets of the College are protected and adequately maintained.

Accordingly, the Registrar shall:

- 1) Operate adequate Director's and Officer's Liability Insurance for Council.
- 2) Insure against theft and casualty losses to adequate replacement value and against liability losses to Council members, Non-Council members of Council Committees, staff, and the College itself.
- 3) Maintain an appropriate risk management insurance policy and general liability insurance policy for the College.
- 4) Take reasonable measures to limit exposure to the College, its Council, or staff to claims of liability.
- 5) Provide sufficient maintenance to the equipment of the College and to the office in accordance with the lease agreement.
- 6) Make purchases:
  - a) Whereby normally prudent protection has been given against conflict of interest; and
  - b) According to College procurement policies that require comparative prices and quality for purchases of services of \$10,000 or more with a new supplier.
- 7) Protect intellectual property and information from inappropriate access, loss or significant damage.
- 8) Receive, process and disburse funds under controls that meet generally accepted Canadian audit standards.
- 9) Take reasonable measures to protect the College against the misuse or theft of funds.
- 10) Secure the investment of College funds that are not immediately required in securities or debt instruments that are issued or are guaranteed by any or more of the following:
  - a) The Government of Canada

- b) The Government of any province of Canada; or
  - c) Securities and bank instruments guaranteed by a schedule 1 bank under the Bank Act (Canada) or other such financial institution approved by Council
- 11) Obtain prior approval of Council to purchase, mortgage or dispose of real estate.
  - 12) Obtain prior approval of Council to borrow money on the credit of the College.
  - 13) Maintain an Investment Policy, which is approved by the Council.
  - 14) Obtain approval of Council to restrict any assets of the College.
  - 15) Inform Council of the state of all assets of the College.

<b>Policy Type:</b>	<b>Registrar-CEO Expectations</b>
<b>Policy Title:</b>	<b>Administration of Statutory Committees and Panels</b>
<b>Reference:</b>	<b>RE5</b>
<b>Date approved:</b>	<b>June 24, 2020; June 22, 2016; May 27, 2015; November 21, 2014</b>

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Council has direct authority for:

- The proper constitution of the Statutory Committees; and
- The approval of its annual work plan agendas and budgets.

Statutory Committees and Panels retain direct authority for:

- Making recommendations to Council with respect to Regulations, policies and other regulatory tools as well as report to Council on their annual work plans;
- Anything within their legislated mandate.

<b>Policy Type:</b>	<b>Registrar-CEO Expectations</b>
<b>Policy Title:</b>	<b>Emergency Registrar-CEO Replacement</b>
<b>Reference:</b>	<b>RE6</b>
<b>Date approved:</b>	<b>June 24, 2020; June 22, 2016; May 27, 2015; November 21, 2014</b>

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In order to protect Council from sudden loss of Registrar services, the Registrar must have a designated Deputy Registrar.

Accordingly:

1. The Registrar shall keep business and other records in an organized, orderly and accessible manner.
2. The designated Deputy Registrar may act in the absence of the Registrar until the Registrar returns, is permanently replaced or an interim Registrar is appointed.
3. The designated Deputy Registrar will not be expected to act in the absence of the Registrar for a period of longer than three months.
4. Alternatively, Council may appoint an interim Registrar to exercise the powers and to perform the duties, powers and functions of the Registrar when the Registrar is absent or unable to act or when there is a vacancy in the office of the Registrar.
5. An interim Registrar may be expected to act in the absence of the Registrar for a period longer than three months.

<b>Policy Type:</b>	<b>Registrar-CEO Expectations</b>
<b>Policy Title:</b>	<b>Compensation Administration</b>
<b>Reference:</b>	<b>RE7</b>
<b>Date approved:</b>	<b>June 24, 2020; May 27, 2015; November 21, 2014</b>

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Salary compensation for the CMO staff will be based on fair market value in relation to the employee's assigned tasks and level of responsibility, and on demonstrated performance. Compensation strategies are designed to both attract and retain competent staff.

Accordingly, the Registrar shall administer employee compensation that:

1. Is supported by a written job description including identified performance standards.
2. Is supported by external resources to review market conditions, as needed.
3. Identifies a salary range, with minimum and market median points identified within the range. The median will represent the market competitive job rate for each position.
4. Places new employees within this range based on the skills and experience they bring to their role at the College.
5. Establishes clear procedures for the application of economic and market adjustments to salary ranges and communicates these procedures to all staff. Furthermore, clear procedures must be established and communicated for performance bonuses.
6. Establishes a process for a minimum of an annual review of individual performance based on previously established performance objectives.

<b>Policy Type:</b>	<b>Registrar-CEO Expectations</b>
<b>Policy Title:</b>	<b>Communication and Support to Council</b>
<b>Reference:</b>	<b>RE8</b>
<b>Date approved:</b>	<b>June 24, 2020; June 22, 2016; May 27, 2015; November 21, 2014</b>

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The Registrar will ensure that Council is informed and supported in its work.

Accordingly, in a timely manner, the Registrar shall:

1. Supervise and administer the Election of Council and the Executive Committee as set out by the College By-laws.
2. Notify Council members in advance of the expiration of their terms of office
3. Provide administrative services to Council as may be required such as correspondence, keeping of records, distribution of notice of meetings and other administrative details as may be required.
4. Provide a mechanism for official Council, Officer or Committee communications in a timely manner.
5. Communicate with the Chair of Council on a regular basis.
6. Submit monitoring data required by Council in accordance with CRL5 (Monitoring Registrar Performance) in a timely, accurate and understandable manner, directly addressing provisions of Council policies being monitored.
7. Make Council aware of relevant trends, anticipated media coverage, material internal and external changes, and particularly changes in the assumptions upon which Council policy has previously been established.
8. Advise Council if, in the Registrar's opinion, Council is not in compliance with its own policies on Governance Process and Council Registrar-CEO Linkage, particularly in the case of Council behavior that is detrimental to the working relationship between Council and the Registrar.
9. Collect for Council as many staff and external points of view, issues and opinions as needed for fully informed Council choices.
10. Work with Council as a whole except when
  - a. Fulfilling appropriate individual requests for information or
  - b. Responding to Committees that are exercising their statutory obligations or
  - c. Responding to Officers or Committees duly charged by Council.
11. Report in a timely manner an actual or anticipated non-compliance with any Council policy and provide an explanation for such non-compliance.
12. Obtain the approval of the Chair for the amount and purpose of the Registrar's business expenses that fall outside the approved annual budget.

13. Ensure payment of the Honoraria and expenses due to elected Council members and Non-Council members of Committees in accordance with the College's By-laws in a timely manner.
14. Coordinate with Health Board Secretariat to support administration of financial claims by public Council members in a timely manner.



College of  
**Midwives**  
of Ontario

Ordre des  
**sages-femmes**  
de l'Ontario