Final Report:
A vision for the future

Leading in Regulatory Governance Task Force

A proactive, expert and evidence informed review
An ongoing commitment to positive and empowering change

Updated May 2017

Members of the Task force

Evelyn Kerr, RN, Chair

Anne Coghlan, RN

Rob Lapper

Ella Ferris, RN

Don McCreesh

Megan Sloan, RPN

Former Members
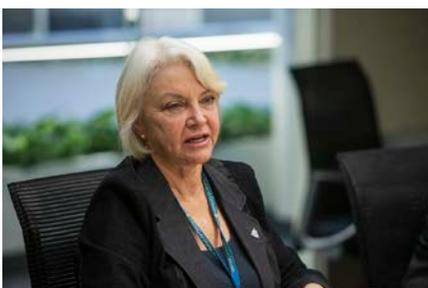
Nancy Sears, RN

Angela Verrier, RPN

Table of Contents

Introduction

Council's Leading in Regulatory Governance Task Force is pleased to present its final report and recommendations to the College of Nurses of Ontario's Council.

When Council established the Task Force in December of 2014, it set out the following goal and purpose. These guided the Task Force throughout its work:

Overall Goal:
The College is recognized as a leader in regulatory governance.

Purpose:
- To conduct a proactive, objective, expert, best-practice and evidence-based review of all aspects of College governance.
- To seek new governance perspectives and approaches to enhance Council's excellence in governance.
- To engage Council in an informed conversation to determine what, if any, changes are needed to governance principles and processes, so that the College is recognized as a leader in regulatory governance.

The following informed the recommendations:
- a report of a point-in-time (Spring 2015) evaluation of Council governance by external governance expert, Cathy Trower;
- a review of academic studies about relevant aspects of governance and group dynamics;
- an review of trends and best practices in the governance of regulators around the world;
- a report of a survey of regulators about governance; and
- Council's input and insights provided at governance workshops.

The Task Force also learned about the unique nature of regulatory governance and about self-regulation. The regulatory literature that the Task Force reviewed reflected the changing nature of regulatory governance and of regulatory models. The underlying theme in all of these was that regulators must be proactive in order to strengthen public trust.

The participation of the profession in regulation is the core of self-regulation. The Task Force believes that Council needs to consider what is fundamental to self-regulation and what needs to change to maintain public trust in nursing regulation in Ontario.

Attachment 4 is a summary of the project timelines, reflecting Council's commitment to, and engagement in, this work.

When developing its recommendations, the Task Force did not limit its thinking to the project goal of "leading in regulatory governance." It was informed by the College's Strategic Plan, particularly the goal to build public trust, as well as the commitment to innovation and evidence-based approaches, which are integrated in the recommended governance vision.

Recommendation:

1. **That Council adopt the recommended vision: "Vision: The College of Nurses of Ontario's Board of Directors for 2020" (attachment 1).**

Implementation recommendations:

1. **That Council share the governance principles, vision, Task Force reports and supporting documents with government, the public, other regulators, nurses and other stakeholders to broaden the dialogue about the future governance of regulators of professions;**

2. **That, in June 2017, Council establish a working group of five Council members to work with Council to develop a plan for implementing the governance vision. The plan will include the communications and stakeholder engagement needed to build understanding of and support for the vision to enhance the likelihood that the needed legislative change will happen in 2020; and**

3. **That the working group's terms of reference include working with Council to identify changes to advance the governance vision that can take place before legislative change, and developing an action plan to support implementing those changes.**

Recommendation 1: **That Council adopt the recommended vision: "Vision: The College of Nurses of Ontario's Board of Directors for 2020" (attachment 1).**

Implementing this vision for governance will equip the board to support the College in meeting its strategic vision of leading in regulatory excellence and further the College's public interest mandate.

The Task Force has identified an integrated vision rooted in the evidence, best practice in regulatory governance and input from Council. The Task Force considered presenting Council with options, but agreed unanimously that its task was to prepare a vision recommendation that was informed by evidence and best practice. Attachment 2 is a model illustrating this vision.

In a June 2016 workshop, Council discussed the building blocks of the vision. The Task Force presented each vision element along a continuum within which Council identified the optimal position. To support its discussions, Council was provided with evidence and information on trends in regulation. At this discussion, Council supported having a small Council, equal public and nurse members, and directors (board members) and committee members having the competencies needed to fulfil their roles. The Task Force developed a model as a result of evidence, best practices and Council's feedback from this meeting, and presented it to Council in September 2016.

In September 2016, when exploring the model Council flagged some issues. Every member of the Task Force participated in that workshop and listened carefully to the issues raised. The Task Force reviewed the evidence and best practice, explored emerging practices and requested additional information before defining the recommended vision. The vision includes many aspects of the model discussed by Council in September. It also includes changes made as a result of Council's feedback.

Diversity

An issue raised by Council was whether a board of 12 members — 6 public and 6 nurses — would have the needed diversity. With this integrated model, the Task Force believes that diversity will be strengthened in several ways:

- An emerging practice in governance is advisory groups that are established by the board to bring different perspectives. They report directly to the board. For the College, these groups can be made up of consumers, nurses from different practice sectors (e.g. remote/ marginalized, community, long-term care), different aspects of practice (e.g. clinical, education), members of other professions, or a combination. It would be up to the board at any time to consider the gaps in its perspectives based on the issues under consideration. The board would identify the needed advisory groups and what it needed from a specific group.
- Appointment rather than election of board members supports diversity. For example, our current electoral system is based on regions, and while there are two northern regions, they do not guarantee that the unique needs of remote and rural patients are considered. Usually, candidates from the large teaching hospitals in the north are elected. In an appointments process, the board can identify and seek nurses who work with specific types of patients, such as a nurse who works with high risk communities
- A small board intentionally structured to bring different perspectives, composed of members possessing governance competencies, and provided with additional perspectives through feedback from Advisory Groups and stakeholder engagement, will be able to raise and discuss these diverse perspectives more effectively.

Appointment of Board members

At the September 2016 governance workshop, divergent views were expressed about moving from election to appointment of board members. In particular, some Council members stated that the election is an opportunity for nurse engagement and that nurses and the public could perceive appointments as less transparent.

The Task Force weighed this input, including data on member engagement in the election and the committee appointments process. The data shows that fewer than 15% of members vote in the Council election. While 10 to 20 candidates stand for election each year, over 100 usually volunteer to serve on a statutory committee.

The Task Force believes better, more appropriate mechanisms exist for member engagement, such as advisory groups, consultations and a more engaging quality assurance program.

A theme in the literature about regulatory governance is that electing professional members to regulatory boards sets up a conflict of expectations. This was clearly identified in the Trends in Regulatory Governance document and was flagged by Richard Steinecke in *Will the Real Public Interest Please Stand Up*. Regulatory board members serve the public, not the profession. An election process sets up an expectation of, and perception of, a representational role.

In addition to the concern about the misperceptions created by an election, the following informed the Task Force as it weighed whether to recommend continuing with electing members of the board following a competency screen or moving to an appointment process:

- In September, Council expressed concerns regarding ensuring diversity of perspectives on the board. While the election process can be enhanced through a competency screen, once the candidate passes that bar, there is no ability to screen for a needed perspective or area of practice. This was highlighted in more detail earlier.
- Council has identified the importance of succession planning to effective governance. An appointments process supports succession planning; an election process does not.
- Public members currently are appointed. The Task Force is recommending that in the future they be appointed based on competencies.

  The Task Force believes that all members should come onto the board in the same way. Doing so builds mutual respect as each member has met the same expectations and gone through the same process to join the board.

- As part of the implementation process, a robust, objective and transparent recruitment and appointments process would be developed by Council. This process could be piloted for the appointment of committee members, evaluated and further refined. A competency screen could be developed for people seeking to serve on the board. It could be tested as a pre-screen for the election and further refined in anticipation of legislative change and a move to the appointment process.
- To further strengthen the outcome of an appointments process, the Task Force is also recommending having a "boot camp" for people interested in participating on the board or committees. This idea was raised in the Octover 2016 issue of Grey Areas, "Screening Committee Members," where it was suggested that the appointment of committee members should be competency based. The boot camp would support potential board and committee members understanding the voluntary roles they are considering and the requirements needed to serve. It would mean that once appointed, they would begin the orientation process with a basic understanding of the roles and expectations.

Role of the Governance Committee

The last issue raised at the workshop that the Task Force will address is the view that the Governance Committee, as envisioned in the model presented in September, was too powerful. The perspective was that another Executive Committee was being created. That input gave the Task Force an opportunity to rethink the role of the Governance Committee. In the proposed vision, the functions initially proposed for the Governance Committee are split as follows:

- A Nominating Committee will recommend appointments for directors and committee members who are not directors, and address succession planning for those roles. To bring broad perspectives, the committee will include directors and individuals who are not directors.
- The Governance Committee — made up of directors — will support the board in remaining attentive to changes in governance, steer evaluation processes, support the board in identifying the competencies, and recommend the appointments of board and committee leadership.

The Task Force also recommends that the terms of reference for both of these committees — which will be determined by Council — include requirements for ongoing engagement of the full board in their work.

Implementation Recommendation 1: That Council share the governance principles, vision, Task Force reports and supporting documents with government, the public, other regulators, nurses and other stakeholders to broaden the dialogue about the future governance of regulators of professions.

Government and other regulators have expressed considerable interest in the work being done by Council on governance. The Task Force is recommending releasing all the information generated by the review in order to support the ongoing dialogue about regulatory governance in Ontario and elsewhere.

The Task Force believes that releasing its reports, the literature review, trends in regulatory governance and report of the survey of regulators will support achieving two of the objectives from the Strategic Plan:

- **Advancing the use of CNO knowledge:**
  The significant resources the College developed to support the Task Force and Council in working through the governance issues are relevant to government and other regulators. Sharing this information will provide all stakeholders with evidence that supports the governance dialogue.
- **Leading in regulatory innovation:**
  Sharing the supporting materials will provide leadership to others exploring governance issues and will lead transformative change. For example, The Advisory Group for Regulatory Excellence has already made a commitment to reviewing governance, and the Ministry of Health and Long-Term Care has identified governance as part of its project to modernize the health professions. By sharing this information, the Council will provide leadership to the exploration of new regulatory governance approaches in Ontario.

In addition, releasing the Task Force's reports as well as the briefing materials supports transparency, which is one of Council's governance principles.

Implementation Recommendation 2: That, in June 2017, Council establish a working group of five Council members to work with Council to develop a plan for implementing the governance vision. The plan will include the communications and stakeholder engagement needed to build understanding of and support for the vision to enhance the likelihood that the needed legislative change will happen in 2020.

The Task Force recognizes that governance change will not happen immediately. Many of the proposed changes require legislative change. Some are a change from the current regulatory paradigm. For example, the proposal in the vision that the board be half public and half nurses is different from the current constitution of the councils of Ontario health regulators, where there is a small majority of nurses on all councils.

The Task Force recommends that Council establish a working group of Council members to develop a plan to be ready to implement the vision in 2020. This would mean proposing legislative change to government in 2019.

The Working Group's terms of reference will be determined by Council and explicitly include the requirement that it does its work in collaboration with the full Council.

Governance is the board's business and the board needs to be engaged in, and directing, the process at all times.

The suggested timing of appointing the working group in June of 2017 is to give time for Council to review and provide input into terms of reference and decide how members will be selected in March of 2017, and to appoint the members in June of 2017.

The Task Force believes it is important to engage stakeholders, including other health regulators and government, in order to achieve the vision. In addition to releasing the Task Force materials, the Task Force suggests developing a communications and engagement plan that includes the President and Executive Director sharing Council's work with other health regulatory Councils, nursing stakeholders and government.

Implementation Recommendation 3: That the working group's terms of reference include working with Council to identify changes to advance the governance vision that can take place before legislative change, and developing an action plan to support implementing those changes.

The Task Force believes that several aspects of the vision can be implemented before legislative change and have a positive impact on governance. The Task Force notes that Council has already implemented a number of changes in how it works and believes this should continue.

The following might be considered for implementation before legislative change:
- Establish one or more Advisory Groups: perhaps starting with a pilot of a consumer advisory group in late 2017/early 2018;
- Pilot test competency-based appointments using committee member appointments:
  ‣ identify competencies needed for statutory committees and add collection of information needed to assess competencies in a computer app to be used in the fall of 2017 for the 2018–2019 appointments;
  ‣ establish a rigorous, fair and objective appointments process to be pilot tested with the committee member appointments in late 2018 for the 2019–2020 appointments.
- To ensure the public's confidence that the College's Council and committees are focused solely on the public interest, conflict-of-interest provisions for Council and committee members need to be reviewed to ensure they remain appropriate and consistent for today's high scrutiny environment.
- Develop "boot camp" programs for those seeking election to Council and those seeking appointment to statutory committees so they understand the College's mandate and the expectations for the role.
- Develop and implement an evaluation framework that includes evaluation of Council meetings, self and peer evaluation of Council members and an evaluation of Council effectiveness carried out by an external expert every three years.

Conclusion

In 2014, Council began a journey to advance regulatory governance. It was done with foresight and to support the College's vision of being a leader in regulatory excellence. This report is not the end of that journey — it is a fork in the road. As Cathy Trower said in her assessment report: "Good governance is a journey". The Task Force proposes that good governance is a journey without end.

Adopting the recommended vision of the Task Force means that Council and future College of Nurses boards will always be attentive to governance.

The Task Force appreciates the opportunity to have participated in your journey.

It took courage to bring outside eyes and outside perspectives to examine your processes. It took courage and foresight to empower the Task Force with such a broad mandate.

Council and staff have already changed how governance at the College works. We have seen this at the governance workshops that we attended where there was so much engagement and thoughtful dialogue.

The Task Force recognizes that it is recommending transformative change and it will take time to fully implement. It will be dependent on the government making changes to the paradigm for regulatory governance in the province. We have heard that the government has an appetite for that change. While the major changes being recommended in the vision will take time to be implemented, many other measures can be taken in the interim to continue Council's never-ending governance journey.

Attachments

1. Recommended Vision: The College of Nurses of Ontario's Board of Directors for 2020
2. Governance Model
3. Governance Principles
4. Governance Review Milestones

Other Resources

Governance Literature Review
Trends in Regulatory Governance
Survey: Jurisdictional Governance Review

Recommended Vision: The College of Nurses of Ontario's Board of Directors in 2020

Introduction

In 2014, Council established the Leading in Regulatory Governance Task Force and charged it with developing recommendations that would position Council as a leader in regulatory governance.

The recommended governance vision is designed to put in place an integrated governance model that will move from a council to a board of directors model. The vision acknowledges the value of the input nurses bring to the board, while building the public's trust that the board is focused on the public's needs and interests by moving to equal public and nurse membership. It is designed to position the board as a leader in regulatory governance and support the College in achieving its strategic vision of leading in regulatory excellence.

The Task Force identified this vision after completing a two-year journey that included:
- ongoing engagement with Council;
- reviewing a point-in-time assessment of Council governance that was conducted by an external governance expert (Cathy Trower);
- considering an extensive examination of peer-reviewed academic literature about governance and group dynamics;
- considering a comprehensive report on trends and best practices in the governance of organizations that regulate professions; and
- reviewing the results of a survey of other regulators about their governance practices.

Governance Vision for 2020:

With a commitment to the public, the College of Nurses of Ontario's board of directors (the board) will govern the regulation of the nursing profession in accordance with:
- the College's regulatory mandate as set out in Ontario's health regulatory legislation; and
- the governance principles approved by the board.

A small governing board made up of an equal number of public and nurse members - with all members having the needed governance competencies, appropriate conflict of interest provisions and ongoing education and evaluation - will be able to meet the governance principles and the changing expectations of society. It will be, and will be seen to be, a proud protector of the public.

The following is the detailed vision for governance of the College of Nurses of Ontario beginning in 2020:

Components of recommendation	Evidence/rationale	Principles

Size
 	
- The board will have 12 members (see page 13 for composition)
- An Executive Committee will no longer be needed.
- The board will be small enough to engage in generative discussions with contributions from all members who together provide a balance of the needed competencies and diversity.
- The addition of advisory groups (e.g. consumer, educator, clinician) and a stakeholder engagement approach will ensure diverse input on issues the board will consider.
	- Evidence about board governance and group dynamics shows that:
	  ‣ small boards (e.g. 6 to 9) make more-effective decisions. The proposed size of 12 is a compromise recognizing the need to include both nurse & public on a regulatory board.
	  ‣ a smaller board fosters input from all directors and makes it more comfortable for individual directors to speak up.
	  ‣ "social loafing" occurs with larger boards, meaning not all perspectives are on the table.
	  ‣ regulatory governance is moving away from large, representative elected boards to smaller, competency based appointed boards.
	- With a small board, an Executive Committee is not needed. Having an Executive Committee is no longer seen as good governance practice
	- Council members provided feedback, starting with the Cathy Trower review, that
	  ‣ size is an issue in relation to effective discussion.
	  ‣ smaller groups work better [the Task Force believes this is valid experiential evidence].
	  ‣ they would prefer to discuss issues in small groups as they feel more able to participate in those circumstances [this is not congruent with the legislative requirements for open meetings and the principle of transparency].
		Accountability
		
		- A small board will not require an Executive Committee.
		- The board will have full accountability for its agenda and decisions.
		- Every member will be expected to participate.
		- Individual directors will carry the expectation for personal accountability.
		
		Adaptability
		
		- A small board will enable the group to come together quickly to respond to emerging issues.
		
		Diversity
		
		- Evidence shows that with a small board all members participate and as a result, diversity of perspectives is more likely to be gained.

Components of recommendation	Evidence/rationale	Principles
Composition ▪ The board will have equal numbers of public and nurse members (including at least 1 RN, 1 RPN, 1 NP).	▪ This composition: ▸ is the direction in regulation internationally as it reinforces public confidence that the board is focused on the public and not on professional interests. ▸ reflects the board's commitment to the public interest and confirms the value of nurses' expert input. ▸ is the best compromise between public trust and maintaining professional expertise in regulation (self-regulation). ▪ A board of equal public and nurse members will be seen to be impartial and not controlled by the profession.	**Independence** ▪ A board made up of equal numbers of nurse and public directors will facilitate both professional and public input into governance decisions. **Integrity** ▪ A board made up of equal numbers of nurse and public directors will maintain, and be seen to maintain, its regulatory integrity through its focus on the public interest.
Competency based ▪ Directors will be selected based on having the competencies (knowledge, skills and attitude) needed for the role. ▪ Individual directors will have competencies required: governance, leadership and regulation (protecting the public interest), and analytic, strategic and creative thinking. ▪ Individual directors will have a commitment to the public interest and a passion for nursing regulation. ▪ The board will have the ability to balance innovation and risk.	▪ Literature supports competency-based boards. ▪ A move to competency-based boards is a trend in regulatory governance, as well as in other sectors. ▪ Roles, responsibilities and expectations for boards and directors are rapidly changing and expanding. Directors will need specific competencies to meet these expectations. ▪ Public confidence will be enhanced if skills and competencies on the board are transparent.	**All** ▪ Having all directors with the needed competencies and attributes will support the board to meet all of the principles.

Components of recommendation	Evidence/rationale	Principles

Competency-based application and appointments process
 	
▪ Board, statutory and standing committee members, and board and committee leadership are all appointed by the board based on competencies
 	
▪ A transparent, open appointments process will be developed by the board, including structure and terms of reference of a Nominating Committee (composed of directors and non-directors) that would recommend appointments of board and committee members and of a Governance Committee to recommend the competencies and board and committee leadership.
 	
  ‣ Attendance at a "boot camp" for individuals interested in applying for appointment will be required.
 	
  ‣ All applications will be reviewed by the Nominating Committee.
 	
▪ Each year the board will review the criteria for appointment, including addressing any specific needs for the coming years.
 	
▪ The board will identify the needed checks and balances in the process to promote appropriate succession and ensure the needed competencies are in place.
 	
▪ Reappointments to all positions will be based on meeting role expectations as evidenced by director evaluation and peer feedback.
	▪ It is not the role of regulatory directors to represent the electorate. However, there is evidence in the regulatory literature that election of members of a regulatory board sets up an inherent conflict and potential misunderstanding of the role among members of the profession who believe they are being represented. The public may also believe that an election means representation and that the nurse members of Council are there to represent nurses and not serve the public.
	
	▪ Appointment allows the board to consider specific needs for the board at a given time and to identify the competencies and backgrounds needed to meet those needs.
	
	▪ Appointment is a way of ensuring diversity of perspectives.
	
	▪ Council has flagged the importance of succession planning: as confirmed in Cathy Trower's report. Election does not support succession planning, while appointment does.
		Competence
		
		▪ Appointment based on competencies will allow the board to build and maintain a strong, competent group to support evidence-informed, public focused decision-making.
		
		Diversity
		
		▪ Appointment will allow the board to ensure that it will have the needed diversity of perspectives and skills.
		
		Independence
		
		▪ An appointed board will be, and be perceived to be, independent of influence by voters, who may be seen to have a professional interest.
		
		Transparency
		
		▪ Transparency will be supported by
		
		  ‣ clear and public criteria for appointment
		
		  ‣ an open process to volunteer to serve
		
		  ‣ an objective and fair process for reviewing candidates, and
		
		  ‣ a clear rationale for the selection of directors and leadership, including communication with the individuals who were not selected.

Attachment 1
Recommended Vision:
The College of Nurses
of Ontario's Board of
Directors in 2020

Components of recommendation	Evidence/rationale	Principles

Chair and Vice-Chair
 	
▪ Effective leadership will be characterized by:
 	
  • The Chair and Vice-Chair having the leadership competencies identified by the board.
 	
  • Appointment/succession being recommended by the Governance Committee and approved by the board
	▪ Selection of board leadership is consistent with competency-based appointment.
	
	▪ Selection of board leaders based on leadership competencies vs professional designation will support strong leadership.
	
	▪ A succession plan will build and maintain strong leadership.
		Accountability
		
		▪ The board will have accountability for setting the leadership competencies and a succession plan.
		
		Competence
		
		▪ Selecting the best and most competent leaders will support the board in meeting this principle.
		
		Transparency
		
		▪ How and why members were appointed as chair and vice-chair will be clear to all members of the board.

Director and board development
 	
▪ Each director will be supported in understanding and meeting their role expectations and accountabilities.
 	
▪ Participation in a "boot camp" (see page 7) during the appointment process will ensure applicants understand the needed competencies and the regulatory and governance roles and commitments.
 	
▪ Orientation and ongoing development will be expected.
 	
▪ Continuous learning will be part of the board culture.
 	
Directors will be well supported in informed decision-making
 	
▪ Decision-support materials will be evidence informed.
 	
▪ Staff will provide regulatory expertise, as needed.
 	
▪ Advisory Groups will be constituted by the board to help inform the board on views across the profession and the public.
	▪ In assessing Council governance, Cathy Trower recommended strong orientation and ongoing education.
	
	▪ Orientation and ongoing education:
	
	  • are best practices in governance.
	
	  • build on the learning from the boot camp prior to appointment to the board.
	
	▪ Ongoing education was identified as a priority in the September 2015 Council workshop on culture.
	
	▪ The board needs knowledge to keep changing and adapting as the expectations and evidence of what is good governance evolves.
		All
		
		▪ Having all directors with a sound foundation through orientation and ongoing education and the briefing materials needed to support informed decision-making will support all directors in meeting the governance principles.

Components of recommendation	Evidence/rationale	Principles

Evaluation of Board and Directors
 	
▪ Good governance will be recognized as a journey.
 	
  ▸ The performance bar on the board and individual directors will keep rising.
 	
▪ The board will constantly improve through:
 	
  ▸ A Governance Committee that will support the board in meeting its commitments to strong governance.
 	
  ▸ Ongoing meeting, self-evaluation, peer feedback and board evaluation to support continuous improvement.
 	
  ▸ An evaluation of governance effectiveness by an external expert every 3 years, with the results being publicly available. This will also support continuous improvement and public accountability.
 	
▪ Terms of reference for the Governance Committee will be developed by Council as part of the implementation plan and will include provisions for ongoing board engagement in its processes.
	▪ A commitment to governance, championed by the Governance Committee together with the board, and supported by strong evaluative and ongoing improvement processes, will ensure that the board maintains its commitment to leading in regulatory governance.
	
	▪ The board needs to continually improve to meet changing expectations.
	
	▪ The board will identify competencies.
	
	  ▸ The evaluation processes will measure if specific competencies meet the board's changing needs.
	
	▪ Evaluation will identify gaps, help to identify the Advisory Groups needed, and support succession planning.
		Accountability
		
		▪ Evaluation will allow the board to measure whether it is meeting its public interest mandate and will allow directors to determine if they are meeting their duties while identifying opportunities for improvement.
		
		▪ An external evaluation will allow the board to report to stakeholders including the Ministry and the public about how it is meeting its accountability for regulating nursing in the public interest.
		
		Competence
		
		▪ One indicator of the competence principle is: We evaluate our individual and collective knowledge and skills in order to continuously improve our governance performance.
		
		Transparency
		
		▪ Conducting oral evaluations of board meetings in the open board supports transparency, as does sharing the results of external evaluations.

Components of recommendation	Evidence/rationale	Principles
Role clarity of board and statutory committees ▪ The roles, responsibilities, expectations and accountabilities of the board and statutory committees will be clearly stated and differentiated.	▪ Mandates are unique and require different competencies for governance and statutory decision-making. ▪ The board sets policies and the statutory committees apply them with respect to individual members and those seeking to become nurses in Ontario. ▪ Separation of board and statutory committee functions is a trend in regulation in other jurisdictions. ▪ Independence: The group that sets policy should not be making statutory decisions. There is a potential to bring bias and perceptions of bias from the board to statutory committees and vice versa.	**Accountability** ▪ Reporting mechanisms will ensure that statutory committees are accountable to board and public for fulfilling their statutory mandates. **Competence** ▪ Directors and members of statutory committees will be specifically selected through a board-approved process to ensure they have the competencies needed to fulfil their respective roles. **Independence** ▪ Having no directors on statutory committees will enhance the perception of the independence of those committees.

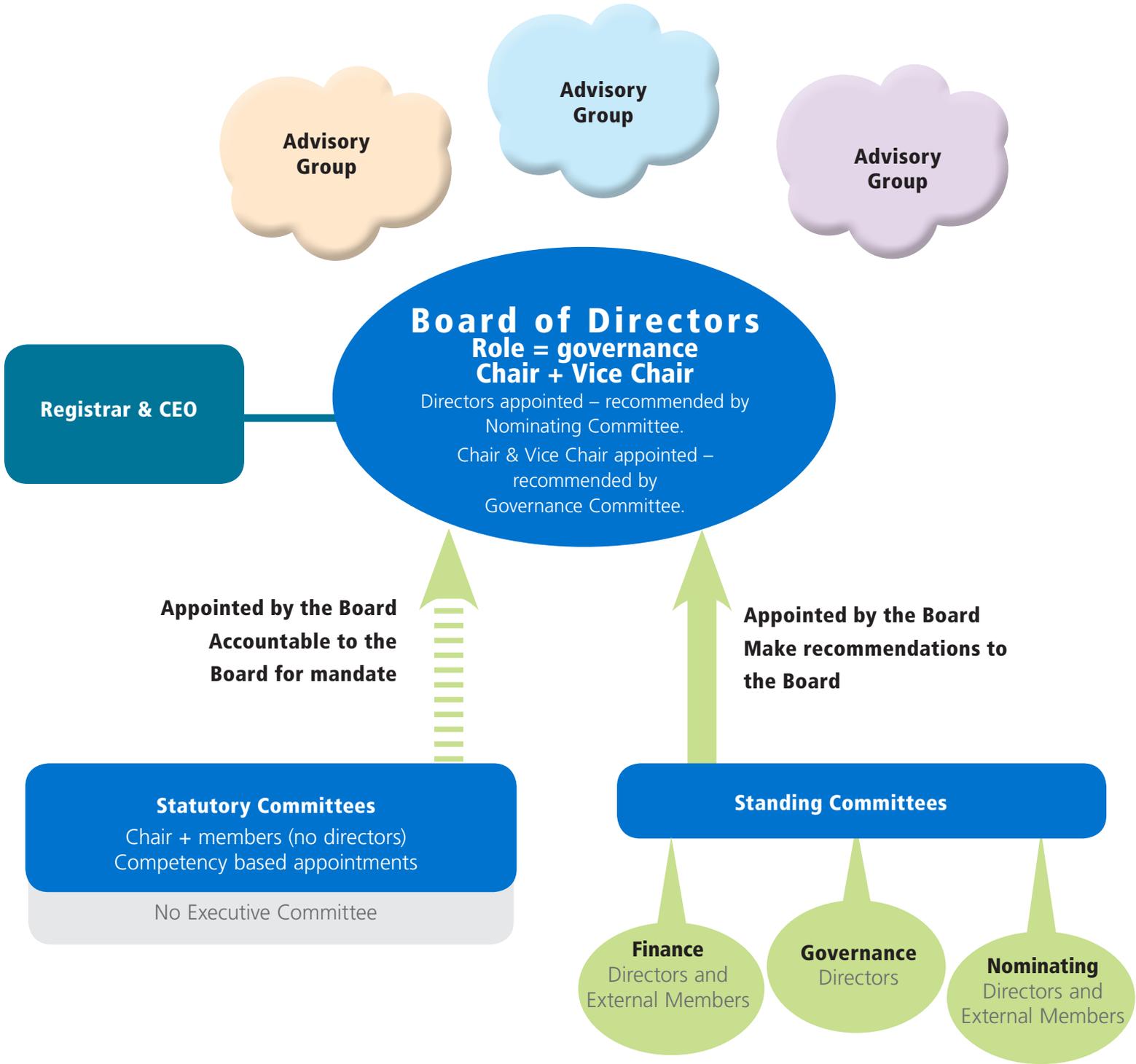| Components of recommendation	Evidence/rationale	Principles
Statutory committees • Statutory committee members will be appointed by the board on the recommendation of the Nominating Committee. • Statutory Committee chairs will be appointed by the board on the recommendation of the Governance Committee. • The board will appoint all statutory committee members and Chairs based on competencies required to fulfil the statutory committees' mandates and on the background needed for the specific committee. • Statutory committees will be composed of non-directors. • Statutory committees will report to the board on their legislated mandates.	• The work of statutory committees is different from that of the governing board, and therefore the competencies and attributes needed for these two distinct roles are different. • The board's commitment to excellence in regulation requires having the right person with the right competencies and attributes doing the right work. • With separate board and statutory committee members, individuals can develop expertise in specific roles. • As members will not move back and forth between the detailed statutory committee role and the broad governing board role, there will be no role confusion. • The risk of conflict from being both a board and statutory committee member is eliminated. • Statutory committee members will gain an appreciation for the regulatory mandate, and some may ultimately seek to join the board if they have the needed governance competencies.	**Accountability** • Reporting mechanisms will ensure that statutory committees are accountable to the board and the public for fulfilling their statutory mandates. **Competence** • Members of statutory committees will be specifically selected to have the competencies needed to fulfil their roles. **Independence** • Having no directors on statutory committees will enhance the perception of the independence of those committees from the College.

Components of recommendation	Evidence/rationale	Principles
Standing Committees ▪ There will be two new standing committees: Governance and Nominating ▪ Terms of reference for those committees will be developed by Council and will include provision for ongoing Council input into the work of the committees ▪ The Governance and Nominating committees will have roles in the appointment of directors, committee members and board and committee leadership	▪ It is good practice to pay ongoing attention to governance. A Governance Committee, working with the board, will ensure that attention is paid to changing practices and expectations. ▪ The Governance and Nominating committees will ensure effective, competency based appointments (see appointments on page 6) ▪ The Governance Committee will support evaluation processes (see page 7.)	**Accountability** ▪ Reporting mechanisms will ensure that statutory committees are accountable to the board and the public for fulfilling their statutory mandates. **Competence** ▪ Members of statutory committees will be specifically selected to have the competencies needed to fulfil their roles. **Independence** ▪ Removing directors from statutory committees will enhance the perception of the independence of those committees from the College. **All** Having committees focusing on governance processes will support the board in meeting all governance principles.

Components of recommendation	Evidence/rationale	Principles

Terms of office
▪ Directors:
  ‣ 3-year term
  ‣ 2-term maximum
▪ Leadership roles (Chair, Vice-Chair, Committee Chairs:
  ‣ 1-year term with one possible reappointment
  ‣ A 1-year term extension on the board is provided for a Chair to serve a second term if the Chair has reached the maximum 6 years of service term on the board
▪ Committee members:
  ‣ 3-year term
  ‣ 2-term maximum
▪ Reappointments will be made within term limits and based on meeting role expectations
	▪ Terms of office will ensure appropriate transition and succession.
	▪ Appointment rather than election ensures that strong directors are retained and those with new perspectives regularly join the board.
	▪ Provisions for a 1-year extension for the Chair will provide for maintenance of effective leadership.
	▪ Separating statutory committees and governance allows individuals to serve a maximum of four terms on the board and committees (current limit is three terms).
		Competence
		▪ Term limits support bringing needed new competencies and backgrounds to the board.
		Diversity
		▪ Regular change allows for new perspectives to be brought to the table.

Funding governance processes
▪ The College will be accountable for funding the governance and statutory processes.
▪ Since all directors and committee members will be required to meet specific competencies and assessed against those competencies:
  ‣ all directors will receive the same honorarium; and,
  ‣ all committee members will receive the same honorarium.
	▪ There has been feedback from Council that the unequal remuneration of nurse and public directors is unfair.
	▪ Equal pay for equal work is a fundamental societal value.
		▪ All principles will be supported by having a board where directors feel treated as equals.
		▪ Equal compensation will allow the College to draw from a broader pool, including individuals in active employment.

Governance Model

Advisory Group

Advisory Group

Advisory Group

Board of Directors
Role = governance
Chair + Vice Chair
Directors appointed – recommended by
Nominating Committee.
Chair & Vice Chair appointed –
recommended by
Governance Committee.

Registrar & CEO

Appointed by the Board
Accountable to the
Board for mandate

Appointed by the Board
Make recommendations to
the Board

Statutory Committees
Chair + members (no directors)
Competency based appointments

No Executive Committee

Standing Committees

Finance
Directors and
External Members

Governance
Directors

Nominating
Directors and
External Members

FOUNDATION

| **Public Interest Mandate** | • | **Governance Principles** | • | **Evidence Informed** | • | **Continuous Improvement** |

Governance Principles

Council is individually and collectively committed to regulating in the public interest in accordance with the following principles:

Accountability
- We make decisions in the public interest
- We are responsible for our actions and processes
- We meet our legal and fiduciary duties as directors

Adaptability
- We anticipate and respond to changing expectations and emerging trends
- We address emerging risks and opportunities
- We anticipate and embrace opportunities for regulatory and governance innovation

Competence
- We make evidence-informed decisions
- We seek external expertise where needed
- We evaluate our individual and collective knowledge and skills in order to continuously improve our governance performance

Diversity
- Our decisions reflect diverse knowledge, perspectives, experiences and needs
- We seek varied stakeholder input to inform our decisions

Independence
- Our decisions address public interest as our paramount responsibility
- Our decisions are free of bias and special interest perspectives

Integrity
- We participate actively and honestly in decision making through respectful dialogue
- We foster a culture in which we say and do the right thing
- We build trust by acting ethically and following our governance principles

Transparency
- Our processes, decisions and the rationale for our decisions are accessible to the public
- We communicate in a way that allows the public to evaluate the effectiveness of our governance

Approved by Council September 2016

Governance Review Milestones

What's been done?	
September 2014	Governance review approved in principle by Council
December 2014	Scope and terms of reference for an evidence and expert informed governance review set by Council.
February 2015	Cathy Trower of Trower and Trower commissioned to undertake a review of current governance and identify opportunities for improvement.
March 2015	Expert Leading in Regulatory Governance Task Force appointed by Council. Council members participate in a survey on the strengths and weaknesses of College governance. Council and staff leaders participate in interviews.
May 2015	Task Force on Leading in Regulatory Governance holds its first meeting. Report on assessment of Council governance provided to the Task Force.
June 2015	Cathy Trower joins Council for its first governance workshop, discussing key findings of her review.
September 2015	Council workshop on culture, possible immediate changes to governance processes – quick wins – identified.
December 2015	Council adopts quick wins recommended by the Task Force
January to April 2016	College staff undertake research to support the review, and prepare : • Literature review • Report on trends in regulatory governance • Survey of regulators re. governance processes
June 2016	Council governance workshop provides input on governance principles and key components of a new governance model: • Council size and composition • How members join Council • Leadership and • Statutory committees
September 2016	Council approved the Governance Principles (attached) Council provided feedback on governance model recommendations
What's next	
December 2016	Final report and recommendations of the Leading in Regulatory Governance Task Force