

## Governance and Nominating Committee Report for 2021 Annual General Meeting

**Chair:** Donnie Edwards

**Members:** Bryan Gray (from December 1, 2020), Annie Greaves, Mandip Khela, Tim Langford (from October 13, 2020), Deb Saltmarche (until November 27, 2020)

**Staff Liaison:** Justin Bates

**Ex-officio:** Jen Baker

The Governance and Nominating Committee (GNC) is a Board committee with the primary function of assisting the Board of Directors in fulfilling its corporate governance oversight responsibilities.

Under the GNC charter, its two key accountabilities are:

- *To review corporate governance issues and make appropriate recommendations to ensure the Board and its committees are operating under good governance procedures;*
- *To ensure a balance of skills, experience, independence, and knowledge is available to the Board and committees by identifying and recruiting members with the required skills, knowledge and experience, and implementing a succession plan; and to review the performance of the directors at least annually, as part of its process.*

### Year in Review

Listed below are some of key initiatives undertaken by the Governance and Nominating Committee:

1. Committees - This year, the Committee focused on streamlining processes in an effort to build efficiencies as much as possible.
  - **Equity Diversity and Inclusion Working Group (EDI):** The Diversity Task Force was created in July 2020, and the purpose of this group was to gather information about issues related to equality and inclusivity in pharmacy and increase recognition and awareness these issues. As well, the Diversity Task Force was charged with making recommendations about equality and inclusivity related issues, including the removal or mitigation of systemic barriers, consider potential support services and tools that could be offered to staff, Board Directors and members of OPA where appropriate, as well as offer advice, resources and recommendations regarding OPA's role in promoting and providing solutions that achieve equality and inclusivity. The Diversity Task Force made several recommendations prior to it being sunsetted, one of which was to create a formal governance structure that would support the ongoing efforts and accountability to the membership. As a result, the Equity

Diversity and Inclusion Working Group has been established to build on the work already completed by the Diversity Task Force.

- **Economics Committee (EC):** The Economics Committee was established following a long-standing recommendation of the Owners Advisory Council (OAC) for a more nimble group. The EC will serve as a small but representative group of pharmacy owners in Ontario to meet and discuss issues of interest/concern to owners and the profession of pharmacy, although there is also direct and bi-directional communication, interaction and information sharing between the EC and OAC.

The OAC continues to exist and will remain involved with OPA's engagement strategy but will meet less frequently with a focus on areas of discussion coming out of the EC, or other emerging or existing issues of interest.

- **Pharmacists' Practice Committee (PPC):** Given the rapidly evolving state of pharmacy practice and the status of health care delivery overall on account of the COVID-19 pandemic, as well as ongoing discussions related to workplace issues, the PPC was re-established to allow for a greater degree of input and consultation with frontline, non-owner/non-manager pharmacists on matters under consideration by the Association.
- **Long-Term Care Task Force:** The Long-Term Care Task Force was established in late November 2020. This broader and strategic group, intended to be an agile and representative group, will also advise the Economics Committee and staff on matters related to the provision of pharmacy services to Long Term Care Homes. As a result, to avoid overlap in purpose, membership and responsibilities, and to streamline efforts relating to the long-term care pharmacy sector, the **Long-Term Care Working Group** has been paused for the 2021-2022 Board year.
- **Student Advisory Council (SAC):** Similarly, to streamline effort and optimize resources, the Student Chapters and the Student Advisory Council (SAC), objectives were reviewed the Student Chapters have been eliminated. The two groups will merge into a single Student Advisory Council, with new Terms of Reference designed to improve efficiencies and allow for more students to be directly involved in the decisions-making process.
- In keeping with the streamlining objectives, we recommended to the Board to sunset the **Joint eHealth/PPMS Task Force** and to approve the Terms of Reference and formation of a new **Software Vendors Working Group** which will improve efficiencies.
- **Insurance Committee:** Following a year-long review, we recommended that the Insurance Committee be restructured through an ad-hoc working group to enhance the oversight function into the Audit and Finance Committee. The formation of this new governance / oversight working group under AFC will allow for better utilization of staff expertise while aligning the OPA Insurance business unit risks with that of the organization. This structure will allow the Board to become involved in strategic discussions and perform its fiduciary

duty of providing oversight, in both current plans as well as growth opportunities, and the inherent risks related to both.

- **Mandate and Governance Working Group:** To build on the work undertaken by staff over the past 15 months, the Mandate and Governance Working Group has been established to engage in discussions on the Association's mandate and any related governance changes. Recommendations from this working group will be brought to the Governance and Nominating Committee the Board for further consideration and approval.

2. Governance - The Association completed the phasing-in of the new Board composition, which had been previously reduced from 17 directors plus 1 observer to 13 directors plus one observer.

- **By-law amendments:** The phasing-in of the previously approved Board composition has now been completed, and as a result, amendments to by-laws to reflect these changes.

There were three Director-at-Large appointments made: Mr. Edwards and Ms. Greaves were re-appointed for a further three-year term. Ms. Mohajer was also appointed for a three-year term and the fourth Director-at-Large position will continue to remain vacant until such time as a decision has been reached with respect to the mandate of the Association.

- **Job Description for CPhA Representative:** Amendments were made to the by-laws, as well as the CPhA Representative Job Description that formalized the decision that because they are not a Director, the CPhA Representative would not sit on a Board Committee.
- **Qualifications of Directors:** Similarly, amendments were also made to the by-laws to ensure that enough time has passed before an ex-Board member or ex-employee can run for office (i.e. for a period of three years after their resignation or removal).

3. Policies: In keeping with our Charter to review corporate governance issues and make appropriate recommendations, there were several new policies introduced to ensure the Board and its committees are operating under good governance procedures.

- **Policy on Observer/Invited Guest Attendance at Board or Committee Meetings:** In anticipation of a revised mandate which will necessitate coordinating efforts and sharing information with many organizations, and to eliminate any challenges, specifically when the Board (or a Committee) is expected to consider sensitive and financial matters, a formal policy on observer / invited guest attendance at Board or Committee meetings will be implemented in the new Board year.



- **Code of Conduct / Anti-Harassment and Violence Policy:** We reviewed and revised the Code of Conduct, which now includes reference to a revised Anti-Harassment and Violence Policy. Both documents were revised such that it is clear that the Code and the Policy applied to all OPA personnel, including Committee, Working Group, Task Force Members, and not just the Board of Directors.
  - **Board Evaluations:** The current process for obtaining feedback from the Board, and to optimize Board participation, engagement and contribution, the Board Evaluation process has been revised. The new Board year will see the GNC Chair or designate conduct one-on-one interviews with all Board members to not only elicit input by all Board members, but further probing of specific responses will allow for issues of concern or suggestions for improvement to be clearly identified and dealt with.
  - **Social Media Policy for Staff and Board Members:** Given the increasing role of social media in modern communication, and following consideration of best practices, a social media policy for staff and Board members was developed.
  - **Updated Spokesperson and Media Relations Policy:** The Spokesperson and Media Relations Policy was updated to reflect the current reporting and organizational structure.
4. Nomination and Board Population: As specified in the GNC Charter, the Committee has the responsibility to ensure appropriate population of the Board and Committees. This Board year, elections were held in Central Ontario District (Postal Code L) for the two vacant seats on the Board. This year also saw the election of the Vice Chair. Keeping in mind the current needs and strategies of the Association, we also oversaw the appointment of Directors to the Board Committees.
5. Awards: Following the decision to dissolve the Membership Services Committee last year, the responsibility of selecting Ontario award recipients was rolled into the GNC's duties. In 2020, with the cancellation of the Conference, there were no awards given. Some of the nominations and awards were held over from the cancelled 2020 awards process (e.g. the 2020 student award). This year, the Committee spent considerable time and effort to select Ontario award recipients for approval by the Board of Directors.

The GNC is satisfied with the progress of oversight activities in the past year. As the Chair of the Committee, I would like to thank the members of the Governance and Nominating Committee and all staff supports for their diligent effort and hard work towards ensuring that our association is well-governed on behalf of the members and the profession we serve.

Respectfully submitted,  
Donnie Edwards  
Chair, Governance and Nominating Committee 2020-2021