

# GOVERNANCE EDUCATION MODULES

## MODULE 3: BOARD & COMMITTEES



College of  
**Midwives**  
of Ontario

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



# LEARNING OBJECTIVES

Completion of GEM 3 will provide you with an understanding of:

- The structure of the Board
- Principles of Board governance
- Names & description of the statutory committees
- Code of conduct, confidentiality, privacy obligations of Board and committee members

# THE COLLEGE'S BOARD

The College's Board oversees the fulfillment of the College's regulatory mandate and duties and sets the strategic direction for the College.



# BOARD COMPOSITION

Board composition is set out in the *Midwifery Act*. It is composed of:

## **Professional Elected Directors**

At least seven and no more than eight registrants elected by their peers in the profession through an electoral voting process.

## **Public Appointed Directors**

At least five and no more than seven appointed by the Provincial Government through the office of the Minister of Health.

A Board term (provided no early resignation or revocation of membership) will usually consist of three years to a maximum of three consecutive terms (nine years).

# PROFESSIONAL ELECTED DIRECTORS

The practice of midwifery in Ontario is self-regulating, which means that midwives are involved in determining the rules that govern the profession.

Registrants are elected by their peers to contribute to the regulation of midwifery in the public interest.

Professional Directors serve on the Board and committees best when they incorporate professional expertise while upholding the duty to act in the public interest.

# PUBLIC APPOINTED DIRECTORS

Public Directors of the Board are appointed through the Public Appointments Secretariat.

Public members actively participate and provide valuable perspective as non-practitioners to the regulatory discussions and decisions of the Board.

# GOVERNANCE PRINCIPLES

The Board will govern with an emphasis on:

Accountability to the public

**Commitment to protecting the public interest**

Strategic/policy leadership

Clear distinction of Board, Committee, and Registrar roles

Encouraging diverse viewpoints while seeking consensus

Collective rather than individual decision-making

**Evidence-based decision-making**

Proactive behaviours

# GOVERNANCE POLICIES

Governance policies aim to focus attention and direction of the Board towards the accomplishment of the mission and mandate of the College and away from daily operations.

These policies fall under three categories:

## **Governance Processes:**

Policies that describe how the Board itself will operate.

## **Board Registrar-CEO Linkage:**

Policies that delineate the manner in which governance is linked to operational management.

## **Registrar-CEO Expectations:**

Policies that authorize the Registrar's conduct in upholding mandate of College and achieving the public interest objective.

# BOARD MEETINGS



The Board will meet approximately three to four times a year, usually over the course of two days.



One day is usually allocated for Board and committee training and one day for the Board meeting.

# COLLEGE ROLES

The College of Midwives delineates roles within the Board and staff to establish effective governance. They are:

Board

Board Chair

Registrar-Chief Executive Officer

College Staff

# BOARD CHAIR



Is elected by the Board Directors and serves as Chair of the Board.

The Chair ensures the integrity of Board's processes and, where appropriate, represents the Board to outside parties.

The Chair can be a Professional Elected Director or a Public Appointed Director of the Board.

# REGISTRAR-CHIEF EXECUTIVE OFFICER

The Registrar-CEO of the College is the sole employee of the College's Board.

The Registrar-CEO is responsible for leading the College in fulfilling the statutory responsibilities of the College as set out in the *RHPA* and for implementing strategic goals as directed by the Board.

# COLLEGE STAFF

College staff includes employees, consultants, contract workers, and volunteers.

College staff manage and support the operations of the College to implement Board directives under the supervision of the Registrar-CEO.

College staff report to the Registrar-CEO to whom they are accountable for their performance.

# COLLEGE COMMITTEES

Schedule 2 of the *RHPA* (“The Code”) establishes that each regulatory health College have seven statutory committees and allocates their specific regulatory tasks and powers.

These committees perform focused functions to fulfill mandates authorized by the *RHPA*.

Additional standing or sub-committees and working groups can be formed to serve additional regulatory functions of the College.

# STATUTORY COMMITTEES

## Executive

- Composed only of Board Directors
- Oversight and responsibility pertains to issues of governance, financial affairs and risk oversight

## Registration

- Sets policies and administrative practices for "entry to practise" requirements
- Has power to issue, revoke, refuse or apply, terms, conditions, and limitations on application for registration

## Inquiries, Complaints and Reports

- Establishes policies and procedures related to the process of handling complaints
- Screening committee for complaints, investigations and incapacity matters

## Discipline

- Establishes and maintains a framework for dealing with allegations of profession misconduct or incompetence
- Generally, Discipline hearings are open to the public

## Fitness to Practise

- Appoints panels to hear and determine allegations of incapacity
- Not open to the public

## Quality Assurance

- Oversight and implementation of Quality Assurance Program
- Develop and maintain programs, standards and policies that assure quality of midwifery practise, continuing competency, including professional ethics

## Client Relations

- Develops policy and procedures for the prevention of sexual abuse by midwives

# NON-BOARD COMMITTEE MEMBERS

Individuals who are not members of the Board, both professional and public may be eligible for appointment to a College committee.

Non-Board committee members allow for a diverse range of expertise, experiences and perspectives to be included in the decision-making that happens at the committee level.

# FIDUCIARY DUTY

Board and committee members have the duty of undivided loyalty and diligence to the College and its public interest mandate. This includes:

- Avoidance of conflict of interest and bias
- Confidentiality and privacy obligations
- Behave ethically and respectfully

Expectation that all members act honestly, in good faith and with a view to the best interests of the public.

# CONFLICT OF INTEREST & BIAS



A conflict of interest may be real or perceived, actual or potential, direct or indirect.



As member of the College Board or committee, there is an obligation not to let personal or other interest compete with one's duty to the College

# CONFIDENTIALITY & PRIVACY



All information obtained by individuals governing or administering College work is presumed confidential.

Includes personal and administrative information (i.e. policy proposals, health records under review by panels).

Applies to Board Directors, committee members & staff.

# CODE OF CONDUCT

Board and committee members make decisions in the public interest in consideration of an understanding of the midwifery profession and environments in which it is practised.

Board 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 Board and Committee members.

Board 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.

# SPEAKING WITH “ONE VOICE”



Board and committee members do not represent themselves in any official capacity to external media or on social communications platforms. The Board Chair and Registrar-CEO are considered the only spokespeople of the College.

The individual perspectives of Board and committee members are welcome during the decision-making process, but once a decision is made, the collective voice of the Board takes precedence.

Speaking with “one voice” ensures communications regarding Board decisions and activities are clear, consistent and coordinated.

# END OF MODULE 3

## [GEM 3 – Completion Quiz](#)



Once you have completed the Governance Education Modules (GEM), please make sure to complete the [GEM Completion Quizzes](#) to submit proof of completion to the College, if required.

THANK YOU FOR YOUR  
PARTICIPATION.