

# **OPPI GOVERNANCE POLICY MANUAL**

**NOVEMBER, 2014**  
**AMENDED NOVEMBER 2015**  
**AMENDED SEPTEMBER 2016**  
**AMENDED OCTOBER 2017**

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## INTRODUCTION

The Council is responsible to manage the property, business and affairs of the Corporation in furthering the objectives of the Corporation under the terms set out in the By-law No. 1, The General By-law of the Ontario Professional Planners Institute. This policy manual will assist the Council and committees with their efforts to act in the best interests of OPPI and to fulfil their fiduciary responsibilities.

### *Governance Policies*

The OPPI Council has long recognized the need to have written governance policies that set out rules and guidelines for the Council itself, its committees and which define the relationship between the Executive Director and Council. OPPI's Governance policies in this manual are categorized under four headings:

**Ends:** These policies answer the question regarding benefits the organization is to produce and for whom. Our values are also described here.

**Governance:** These policies set out the Council's definition of, and rules for, its own job including Officer and Committee Terms of Reference.

**Council/Executive Director Relationship:** These policies speak to the Council's delegation and accountability linkage through the Executive Director.

**Executive Limitations:** These policies provide limits of ethics and prudence to which the Executive Director must adhere (always expressed in the negative e.g. "the Executive Director shall not fail to" or "the Executive Director may not").

As policy development is ongoing, policies in this manual will be reviewed regularly by the Council (or one of its committees on the Council's behalf) and appropriate revisions made. Council authorizes the delegated committee (Governance & Nominating Standing Committee) to revise policies without seeking the approval of OPPI Council on matters of grammar, formatting, and numbering, technical/factual accuracy that reflects the current situation and the addition or removal of words that add clarity to the intent of the sentence or statement, but does not change the intent of the policy. The Policy Review Schedule follows. It is the responsibility of each Council member to ensure that he/she is familiar with these policies. It is the responsibility of staff to provide revisions of this manual to the Council as updates are approved.

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*Note: OPPI has Operational Policies as well.*

In addition to the governance policies set out here, OPPI has operational policies. Operational policies are the responsibility of the Executive Director to develop and maintain. They are developed following a specific process. The need for policy is decided considering an issue's

urgency based on risk to the OPPI (i.e. impact on financial security, reputation or member confidence, and so on). Policy matters are given a rating of low, moderate or high. In addition, those organizational processes that are highly complex and require delineation and clarity are ranked as high. Attention is given accordingly.

Operational policies must be consistent with the Council governance policies, falling within any parameters set and supporting the intent of governance policies. While operational policies are approved at a management meeting of OPPI staff, OPPI Council is informed at the next Council meeting that a policy concerning the related topic has been approved by staff and is in place. OPPI's operational policies deal with the following matters:

- Leadership and Conduct
- Administration/ Human resources
- Professional Standards and Registration
- Finance
- Communication
- Governance and Nominations

At any time, Council members -- or the Council as a whole -- may ask the Executive Director to see/review these policies.

## Policy Review Schedule

This manual's policies are reviewed by the Council regularly. The schedule is below:

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## **ENDS POLICIES**

**A.1 CORE MISSION**

Category: Ends

**Purpose**

To articulate the core mission and purpose of the Ontario Professional Planners Institute.

**Policy**

OPPI's MISSION:

To leverage member knowledge, resources, and relationships to facilitate excellence in planning by professional planners.

**Monitoring**

- Strategic Planning process
- Membership feedback
- Executive Director's reporting

**Sources**

- OPPI Strategic Plan

Council approval date: November 2002

Amended: September 2009

Amended: November 2014

Amended: September 2016

Amended: October 2017

**A.2 VISION**

Category: Ends

**Purpose**

To articulate and publish the vision of the Ontario Professional Planners Institute.

**Policy**

OPPI's VISION:

With foresight, leadership and professionalism, Registered Professional Planners create and manage change in the built, natural and social environments for the common good.

**Monitoring**

- Strategic Planning Process
- Membership feedback
- Executive Director's reporting

Council approval date: November 2002

Amended: September 2009

Amended: November 2014

Amended: September 2016

**A.3 CORE VALUE**

Category: Ends

**Purpose**

To clearly define and articulate the core values and beliefs of OPPI.

**Policy**

OPPI believes that success is achieved in all actions through a partnership of volunteer efforts by its members and by staff employed by the Institute.

Staff are mandated to lead in their responsibilities to achieve the mission, vision and strategic plan of the organization. OPPI believes that all actions must be sustained to achieve the full potential of its members. Continuing commitment of resources, financial and human, is critical to this effort.

**OPPI Values**

- Professional – Protecting the integrity of the practice of planning and its obligation to serve the common good;
- Accountable – Meeting our commitments with openness and transparency;
- Future-driven – Looking forward and being agile and innovative in response to opportunities and challenges;
- Collaborative – Sharing our knowledge and working with others to achieve excellence;
- Progressive – Empowering our community of members, together and one planner at a time.

**Monitoring**

- Strategic Planning Process
- Membership feedback
- Staff feedback and reports

Council approval date: November 2002

Amended: September 2009

Amended: November 2014

Amended: September 2016

**A.4 Strategic Directions and Goals**

Category: Ends

**Purpose**

To state the strategic directions & goals of OPPI to achieve the mission and vision, aligning OPPI activities and efforts.

**Policy**

OPPI's Strategic Directions & Goals that promote the public interest, will guide our progress, support the profession and members, and sustain the organization.

Promote and safeguard professionalism.

- Implement the new Act (when the statute comes into force)
- Support planners along their professional journey
- Strengthen the professional practice of members (core competencies and ethics)
- Monitor and explore opportunities to advance professional regulation

Build Registered Professional Planner (RPP) as the recognized brand to planners, decision-makers and key stakeholders.

- Work with CIP, Professional Standards Board (PSB), Professional Standards Committee (PSC) and other PTIAs to brand RPP across the country
- Promote the value of RPPs to employers
- Promote the role and value of the RPP to decision-makers
- Promote the value of professional planning
- Shape planning conversations as the recognized authority in Ontario

Facilitate the exchange of knowledge and expertise for the betterment of planning in Ontario.

- Provide a range of learning opportunities that address relevant and current issues
- Develop and support the ways and means through which knowledge and expertise can be easily exchanged amongst planners
- Leverage relationships with other organizations to share, integrate, and advance relevant knowledge
- Influence the planning system in Ontario

Empower member ownership and community experience.

- Cultivate members' sense of ownership in OPPI
- Foster opportunities for members to interact in communities of interest
- Enhance the transparency and accountability of organizational processes and communications

**Monitoring**

- Strategic Planning Process (Review to correspond with Strategic Plan development)
- Executive Director's report
- Membership feedback

**Sources**

- OPPI Strategic Plan

Council approval date: November 2002

Amended: September 2009

Amended: November 2014

Amended: September 2016

Amended: October 2017

# **GOVERNANCE POLICIES**

## **B.1 GOVERNANCE STYLE**

Category: Governance

### **Purpose**

To articulate and define the governing style of Council, based upon leading governance practices and Council's monitoring and continuous improvement.

### **Policy**

- As a policy governance body, the Council focuses on strategic leadership and the advancement of the profession in the public interest.
- Council keeps its major involvement to the long-term impact of the organization and the setting, effective implementation and monitoring of a strategic plan, and not to the administrative or programmatic means of attaining the impact.
- Through informed decision-making, Council will direct, control, and inspire the organization through the careful deliberation and establishment of policies.
- Council enforces upon itself whatever discipline is needed to govern with excellence. Discipline applies to attendance, the treatment of individual Council members with dignity and respect, respect of clarified roles, speaking with one voice, and self-policing of tendencies to stray from rigorous governance.
- Council will govern in an open and transparent style and be accountable to stakeholders for competent, conscientious and effective accomplishment of its obligations as a body.

### **Monitoring**

Council will monitor the effectiveness of this policy through:

- Regularly discussing the Council's own process and performance to ensure the continuous improvement of all Council policies, processes and systems.
- Council Evaluation
- Regular policy review

Council approval date: November 2002

Amended: December 2, 2011

Amended: November 2014

## **B.2 POLICY PROCESS**

Category: Governance

### **Purpose**

To describe the process by which OPPI Council develops, reviews, revises and approves policies that are relevant to the four identified areas of Council accountabilities. (Ends, Governance, Executive Limitations and Council/ Executive Director Relations)

### **Context**

OPPI represents members of a profession regulated under private Act legislation in the Province of Ontario. OPPI members must adhere to the Professional Code of Practice and be responsive to the changing environment in which the profession and its members practice. The organization participates in the development and maintenance of professional standards nationally.

### **Policy**

In developing policy Council:

1. Identifies the need for a new or revised policy.
2. Reviews the Policy Framework.
3. Reviews the Council manual that contains all existing Council policies to identify if there are existing, similar or related policies addressing the current need, problem or situation. If there are, Council reviews the contents and determines if existing related policies and/or procedures should be merged, revised or archived and an entirely new policy created.
4. Consults with internal and/or external experts as appropriate to determine industry or governance benchmarks, best practice, templates, etc. and conducts and considers research, as necessary.
5. Identifies relevant stakeholders impacted by this policy and consults formally or informally for input to policy, as needed. On drafts circulated, provides information on those to be consulted.
6. Forwards to Council members for review and approval at the pleasure of Council either through a regularly scheduled Council meeting or a special meeting to be determined in consultation with the Chair.

### **Approval**

Policy approval is through a vote of Council and is appropriately recorded in the minutes.

### **Monitoring**

- Regular Governance and Nominating Committee policy review
- Council process evaluation
- Council minutes

Council approval date: November 2002

Amended: September 2012  
Amended: November 2014  
Amended: October 2017

**B.3 COUNCIL JOB DESCRIPTION**

Category: Governance

**Purpose**

To establish the job description of OPPI Council and the manner by which Council governs on behalf of OPPI.

**Policy**

As a policy governing body, the key functions of Council are:

**Linkage to Membership**

- OPPI Council oversees the Institute and represents the diversity of its membership
- Council is accountable to the Institute's membership
- Council actively advances the profession on behalf of its members and in the public interest
- Council ensures OPPI has policies and strategies for effective communication with its members and other stakeholders

**Strategic Leadership**

- Council provides visionary leadership
- Council provides direction for ends and/or organizational outcomes
- Council approves, monitors and maintains the Strategic Plan and oversees organizational performance

**Assurance of Executive Performance**

- Council hires, oversees, and evaluates the Executive Director who is responsible for other staff
- Council recognizes and ensures that staff skills and/or expertise is available to the organization to accomplish its goals
- Council establishes mechanisms to ensure that staff skills and/or expertise, knowledge and skills are not compromised

**Maintenance of Effective Governance**

- Council approves the budget annually, monitors the financial performance of the Institute, and oversees risk
- Takes the required and necessary steps to recruit, orient and develop an effective Council, and to ensure and plan for the continuity of the governance of the Institute
- To ensure continued compliance with applicable statutes, legislation, and regulations

**Creation of Policy**

- Council establishes, develops and reviews policies and By-Laws that guide and direct the Institute
- Policies are created, developed, reviewed and revised according to established policy frameworks

**Monitoring**

- Annual review and Council evaluation

**Sources**

- OPPI's Bill Pr129 – An Act Respecting the Ontario Professional Planners Institute
- OPPI's By-Law

Council approval date: November 2002

Amended: April 2011

Amended: November 2014

Amended: October 2017

**B.4 ROLES AND RESPONSIBILITIES OF COUNCIL MEMBERS**

Category: Governance

**Purpose**

To set out the roles, responsibilities, obligations and expectations of OPPI Council members to ensure effective governance of the Institute.

**Policy**

OPPI Council members in their legal obligations as Directors:

- Carry out the fiduciary responsibilities of Council
- Take actions and make decisions that reflect legal and financial responsibility and due diligence
- Act honestly and in good faith and in the best interests of OPPI
- Demonstrate knowledge regarding the Institute, the Strategic Plan, existing Governance policies and By-law
- Act in the best interest of OPPI and subordinate personal interests to those of OPPI
- Act with reasonable care in all financial decision-making

**Leadership**

- Carry out prescribed duties and obligations of Council positions
- Advance the professional credibility, integrity and values of the Institute and the profession of planning
- Act as ambassadors for OPPI
- Consult with members on matters affecting the Institute

**Expectations**

As members of OPPI Council, each member will:

- Be prepared for meetings, listen to others, be courteous and speak up on matters of importance
- Participate in any governance orientation or professional development organized for Council members
- Provide feedback on Council processes and identify opportunities for improvement

**Monitoring**

- Governance and Nominating Committee's review

**Sources**

- OPPI By-Law 1-86

Council approval date: November 2002

Amended: June 2012

Amended: November 2014

Amended: October 2017

**B. 5 ROLE OF THE PRESIDENT**

Category: Governance

**Purpose**

To articulate and define the role of the President.

**President's Role**

The President's role is to ensure the integrity of the Council's governance process and to act as the spokesperson of the organization when required. The President or the President's designate is the only person authorized to speak for Council. Responsibilities are to:

1. Establish agendas in collaboration with the Executive Director, preside over meetings of the Council and provide for minutes of meetings. Ensure that meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Council meetings is prepared annually, and, in conjunction with the Executive Director, oversee the provision of adequate and timely information and notice of meetings to the Council;
2. Ensure that behaviour of Council is consistent with the By-Laws, its governance style, and own policies and rules legitimately imposed upon it from outside the organization;
3. Ensure meeting discussion content will only be those issues which, according to Council policy, clearly belong to the Council to decide. The President will strive for the Council to reach consensus in its deliberations, and will ensure that all Council members have an opportunity to contribute to discussions;
4. Act consistently with OPPI governance policies. The President's authority does not extend to making implementation decisions within the Strategic Plan and Operational policy areas, each of which is within the purview of the Executive Director. President authority does not extend to supervising, interpreting OPPI operational policies or otherwise directing the Executive Director;
5. As a member of the Executive, help ensure the Executive Director's performance review is conducted in accordance with OPPI's Human Resources policies. The President serves as the Council's central point of official communication with the Executive Director;
6. Report regularly and promptly to the Council regarding issues that are relevant to its governance responsibilities. Report to each annual meeting of the members concerning the Council of OPPI;
7. Set a high standard for Council conduct and enforce policies and bylaws regarding Council member conduct. Intervene when necessary in instances involving Council Policies;
8. Serve as a mentor to other Council members. Ensure that all members of Council contribute fully. Address issues associated with underperformance of individual directors. Be knowledgeable of corporate governance practices and lead the adoption of "best practices" where appropriate to maintain a leadership level of governance practices at OPPI. Provide feedback and input to committee chairs on governance and other matters;
9. The President or the President's designate may be required to represent OPPI within the profession or externally in areas linked to the Council;
10. Act as a signing authority of OPPI as approved in the By-Law or by resolution of the Council.

The President will participate in the following meetings:

- a) As a voting member of the Council.
- b) As Chair and a voting member of the Executive Committee
- c) Is an ex-officio member of the standing committees with a vote, as per the By-Laws.

The President shall hold office for a maximum of as per By-Laws if specified.

**Monitoring**

- Council evaluation
- Reports to Council

Council approval date: November 2014

Amended: October 2017

**B. 6 ROLE OF THE PRESIDENT-ELECT**

Category: Governance

**Purpose**

To articulate and define the role of the President-Elect.

**President-Elect Role**

In addition to assuming the duties of the President during his/her absence, the President-Elect shall perform other duties prescribed from time to time by the Council.

The President-Elect will normally accede to the position of President as that position becomes vacant.

The President-Elect will act as a signing authority of OPPI as approved in the By-Law or by resolution of the Council.

The President-Elect will participate in the following meetings:

- a) As a voting member of the Council
- b) As a voting member of the Executive Committee
- c) As a member of the Governance and Nominating Committee

**Monitoring**

- Council evaluation
- Reports to Council

Council approval date: November 2014

Amended: October 2017

**B.7 Role of the Secretary-Treasurer  
Purpose**

Category: Governance

To articulate and define the role of the Secretary-Treasurer.

**Secretary-Treasurer's Role**

The Secretary-Treasurer ensures the integrity of the membership register, Council's documents, and financial records. Council documents include, but are not limited to, documents of incorporation, By-Laws, Council minutes, and approved governance policies of the Council.

These duties may be partially delegated to the Executive Director or to the Registrar.

He/she also helps represent the finances of the organization to members at the Annual Meeting.

**Responsibilities**

1. Ensure the maintenance of the membership register of OPPI in a format prescribed by the Council and shall confirm and distribute such membership register for access by the membership not less than once annually;
2. Ensure that all secretarial functions (preparation and distribution of all notices and the minutes) are performed for the Council, Executive Committee and Annual and Special Meetings;
3. Ensure the maintenance of the files and records of OPPI to be passed on to future officers and ensure the security and confidentiality of all such files and records and any other records required by law;
4. Ensure that copies of minutes and agendas are circulated to the Directors prior to each meeting;
5. Ensure proper notice of meetings is given to Members and Directors as required by the By-laws;
6. Act as a signing authority for OPPI as approved in the By-Law or by resolution of the Council;
7. Help the Council to ensure that books and records provide an accurate accounting of all funds received and disbursed by the Institute in accordance with generally accepted accounting principles;
8. Have an independent discussion with the auditor with regard to the annual audit;
9. Present the approved audited financial statements to Council and also the members of OPPI at its Annual General Meeting.

**Monitoring**

- Council evaluation
- Reports to Council

Council approval date: November 2014  
Amended: October 2017



**B.8 COMMITTEE PRINCIPLES**

Category: Governance

**Purpose**

To define and articulate the general role and functioning of committees (both governance and operational) within OPPI.

**Policy**

The Council may carry out its duties directly or establish *governance* committees and task forces to assist in its governance work. However, the Council itself retains ultimate authority and accountability for these committees and task forces.

The Council empowers the Executive Director, working with staff and related committees, to lead operations and implement the strategic plan. To assist this work, *operational* committees may be established by the Executive Director.

In both governance and operational committees, in determining the size and composition of the committees, there is consideration of the diversity of the membership with geographic representation.

**Governance Committees/Groups**

Governance committees (*standing* committees and any task forces) help Council to do its job. Their terms of reference will be established by Council and they report directly to Council.

These committees will assist Council by establishing policies, recommendations and actions for Council deliberation. Committees and task forces will not take action or make decisions on behalf of Council unless specifically mandated to do so.

Standing committee and governance task force chairs are appointed by Council. The Chair and Committee can further select membership, based on by-law requirements.

Meetings may be conducted with members present, in person, by telephone or other telecommunications device that permits persons participating to speak and hear each other.

A quorum is established with a majority of committee/task force members present in person or by telephone or by other telecommunications device that permits all persons participating in the meeting to speak and hear one another. A quorum once established is maintained even if members of the committee leave the meeting prior to conclusion.

The chair of a committee presides at meetings and is responsible to ensure the work of the committee is well organized and proceeds in a timely fashion. The chair of the committee will arrange for an alternate chair if the chair is planning to be absent.

The minutes of all committee meetings will be approved by members of that committee and executed by the committee chair and the meeting secretary.

Each committee will report to Council on its meetings and each member of the Council will have access to minutes of committee meetings, regardless of whether the Council member is a member of such committee.

## **Operational Committees**

Noted here in this section for clarity, although these are NOT governance committees:

Operational Committees are established by the Executive Director to assist staff in operations and the implementation of the Strategic Plan. Operational Committees report to the Executive Director.

Operational committees or workgroups include the District Leadership Teams, Strategy Groups, and any other committee or group that may be formed to implement the strategic plan.

The Chairs of these committees are selected by the Executive Director. Other members are selected and recruited by the Group Chair and the Executive Director from OPPI's membership (and non-members if they add valued skills or perspectives) according to the committee's purpose.

## **Monitoring**

- Council evaluation
- Committee reports

## **Sources**

- OPPI By-Law 1-86

Council approval date: November 2002  
Amended: September 2009  
Amended: June 2012  
Amended: November 2014  
Amended: October 2017

**B.9 ROLE OF A STANDING COMMITTEE CHAIR**

Category: Governance

**Purpose**

To set out the expectations for standing committee Chairs to assist in their selection, orientation, development and evaluation of their effectiveness.

**Policy**

A standing committee Chair, working collaboratively with assigned staff support, provides leadership to a standing committee. He/she ensures that the terms of reference of the committee are followed. He/she effectively manages issues to promote effective dialogue. He/she embraces the mission, vision and values of OPPI and ensures they are the basis for the work of the committee.

Responsibilities are to:

- Serve as a leader on the matters addressed in the committee's terms of reference
- Effectively recruit committee members in accordance with OPPI's nominating process and ensure their orientation
- Establish priorities and develop a committee work plan in collaboration with assigned staff
- Establish agendas in collaboration with the staff support, preside over meetings of the committee, and provide for minutes of meetings
- Effectively lead each committee meeting in a manner that encourages thoughtful participation and promotes understanding of complex issues
- Ensure a fair discussion, especially when differences and conflicting opinions arise
- Advise the Council President on the key issues addressed by the committee
- Prepare a written report for submission to the Council quarterly in conjunction with each Council meeting, in accordance with Council's reporting format
- Mentor committee members and develop a succession plan for the Chair position
- Provide feedback and/or facilitate feedback from the committee to Council regarding the committee's terms of reference.

**Qualifications**

- Proven ability to lead a meeting such that decisions are made respectfully and efficiently
- Willing and able to commit time to leadership of the committee
- Ability to communicate, listen and seek others' input
- Respected for personal and professional integrity, wisdom, intelligence and judgement.

**Appointment/Tenure**

Appointed by the Council except where other provision is made. The tenure of a committee Chair shall be in accordance with the Committee terms of reference.

**Monitoring**

- Committee evaluations
- Council reports

Council approval date: November 2014  
Amended: October 2017

**B.10 EXECUTIVE COMMITTEE TERMS OF REFERENCE**

Category: Governance

**Scope of Committee**

Comprising President, Secretary/Treasurer and the President Elect, the Executive Committee will provide advice or recommendations for Council and will be directly responsible for finance and audit committee functions, risk management, and human resources matters. Responsibilities also include recommending performance objectives, as well as the evaluation and compensation of the Executive Director. The Executive Committee will have responsibility for:

- general oversight between Council meetings including financial oversight
- leadership on human resources policies and practices of OPPI and the annual performance evaluation of the Executive Director
- leading strategic planning
- crisis management

**Responsibilities**

1. To act for the Council between scheduled Council meetings and to make decisions on matters of urgency and to be informed and aware of the significant events in the general management of OPPI so as to be able to provide such advice and direction to the Executive Director as may be necessary in the periods between Council meetings;
2. To ensure the development of comprehensive Human Resources policies related to management of staff and volunteer resources and to monitor overall performance of Human Resources;
3. To lead the annual performance appraisal of the Executive Director and to negotiate with the Executive Director annual performance objectives and recommend these for Council approval;
4. To ensure appropriate succession and contingency planning for the position of Executive Director;
5. To recommend financial and risk management policies as required to the Council especially financial limitations that provide to the Executive Director Council-defined boundaries of acceptable action and to ensure that adequate financial controls are put into place by management including adherence to regulatory, legal and tax requirements;
6. To lead the external audit.

**Limitations**

The Executive Committee is mandated to respond to issues and make decisions between Council meetings that would otherwise be made by Council with the following limitations:

- All decisions must be aligned to approved policies and procedures as well as to OPPI's mission, core values and strategic directions. Where a decision requires a response that moves outside of these parameters, the decision must be brought to the broader Council
- While initial crisis management is the responsibility of the Executive Committee, the Council must be informed at the earliest opportunity with information proportionate to the issue

## **Composition**

The Executive Committee shall include:

- President
- President-elect
- Secretary-Treasurer
- And may include up to one other Council member at any one time to assist with any special issues not otherwise represented among the officers
- Executive Director, Ex Officio (non-voting)

The Executive Committee will have a minimum of three (3) and a maximum of five (5) members and will be chaired by the President of Council. The Executive Director attends all meetings of the Committee except for portions declared by the President to require in-camera deliberations.

## **Meeting Frequency**

The Executive Committee shall meet no less than twice (2) per year, at the call of the President. Meetings can be conducted by correspondence, in person, or by teleconference.

## **Monitoring**

- Committee reports to Council quarterly.

## **Sources:**

- OPPI By-law Section 5
- Human Resources Employee Handbook, specifically the Performance Appraisal Process

Council approval date: 2013

Amended: November 2014

Amended: October 2017

**B.11 GOVERNANCE AND NOMINATING COMMITTEE TERMS OF REFERENCE** Category: Governance

**Scope of the Committee**

Comprising Full members with a majority drawn from Council, the Governance and Nominating Committee will be responsible for the nominating process for Council, including standing committee chairs, governance education development and governance evaluation processes. Responsibilities of this standing committee include reviewing and making recommendations concerning Council policies and by-law changes.

The Governance and Nominating Committee assists Council in fulfilling its oversight responsibilities regarding the effectiveness of governance and in the development and succession-planning for Council and its committees.

The Governance and Nominating Committee shall also be responsible for reviewing and making recommendations to Council with respect to OPPI By-laws and policies, auditing compliance with these, and undertaking such other duties as Council may from time to time assign by resolution.

**Responsibilities**

1. To annually identify intentions of current Council members with respect to their continuing service on Council to ensure timely succession planning for Council and its committees;
2. To establish and implement a process for identifying, recruiting, and recommending candidates (nominees) to the Membership at OPPI's Annual Meetings ensuring the appropriate conduct of elections or acclamations;
3. To recommend to Council a slate of Council Officers and Directors and standing committee chairs and OPPI representatives to bodies such as the Professional Standards Committee and the Professional Standards Board;
4. To arrange for orientation to OPPI of new members of Council and ongoing education and development for Council members;
5. To review the structures and policies that govern Council and its committees (including the by-laws) to ensure their currency and effectiveness in achieving annual and long term goals of OPPI, making recommendations to Council regarding any changes to these;
6. To directly monitor organizational compliance with Council policies or ensuring that Council or another committee is overseeing compliance;
7. To develop and oversee evaluation processes of Council and the effectiveness of its meetings and culture, and;
8. Similarly, to oversee the evaluation of Council's committees.

## **Composition**

A Full Member Director chairs the Committee. Although not all Governance and Nominating Committee members need be Council members, a majority of them must be. Non-Council members should have prior OPPI volunteer experience.

The membership of the Governance and Nominating Committee consists of, *at a minimum*:

- President -elect
- Three other Council members
- Two non-council member volunteers
- Executive Director, Ex Officio (non-voting)

## **Monitoring**

- Committee reports to Council.

## **Sources**

- OPPI By-Law Section 5

Council approval date: 2013

Amended: November 2014

Amended: February 2016

Amended: October 2017

**B.12 DISCIPLINE COMMITTEE TERMS OF REFERENCE**

Category: Governance

**Scope of the Committee**

Comprising Full members, the Discipline Committee operates at arm's length from Council and makes independent decisions regarding complaints and discipline cases within the scope of its mandate. It will be delegated the authority to investigate complaints against OPPI Members, determine if there is an apparent infraction and assess discipline options as appropriate. Discipline Committee responsibilities will include offering advice to the Professional Standards and Registration Committee concerning clarity of current standards and/or need for standards development.

**Responsibilities**

(Currently provided in section 6 of OPPI's By-law)

**Composition**

The committee is chaired by a Full member who cannot be a Council Director. This Council-appointed committee consists of not less than five (5) nor more than eleven (11) Full Members other than Non-practicing members in good standing, and one or more lay citizen residents in Ontario, as members. A director or employee of the Institute or a member of any other standing or program committee shall not be eligible to be a member of the committee. Appointments are for a term of three (3) years, arranged so that as nearly as possible one-third of the members shall retire each year. Members are eligible for reappointment once for a second term and members shall hold office until their successors are appointed. Council shall appoint a Chair and Vice Chair who shall act as Chair in the absence of the Chair. The committee shall appoint a Secretary who shall keep on file minutes of all complaints and proceedings therein.

The composition of a Discipline Committee panel holding a hearing into the determination of a complaint shall not be less than three (3) members of the Committee, exclusive of any lay citizen appointment.

**Monitoring**

- Committee evaluations
- Committee reports to Council annually or more frequent as required.

**Sources**

- OPPI By-Law Sections 5 and 6

Council approval date: 2013

Amended: November 2014

Amended: October 2017

## **B.13 PROFESSIONAL STANDARDS AND REGISTRATION COMMITTEE TERMS OF REFERENCE**

Category: Governance

### **Scope of the Committee**

Composed of Full members, the Professional Standards and Registration Committee (PSRC) will be responsible for professional standards development, oversight, and impact assessment. This will entail creating professional standards nationally with other Provincial Territorial Institutes and Associations (PTIAs) and the Canadian Institute of Planners (CIP) through representation on the Professional Standards Committee (PSC); providing Ontario-specific insight concerning existing practice standards; developing and maintaining the Continuous Professional Learning (CPL) Standards; addressing provincial legislation that impacts the practice of planning; advising on issues in membership applications at the request of the Registrar.

### **Responsibilities**

Mindful of and aligning with professional standards developed nationally through representation on the Professional Standards Committee, the Committee:

1. Through OPPI's representative, provides input to the PSC on the maintenance, enhancement and any proposed changes to professional standards;
2. Maintains and develops CPL standard while monitoring member compliance of the CPL standard;
3. Monitors and addresses provincial legislation that impacts planning practice;
4. Considers and acts upon recommendations of the Discipline Committee regarding code of practice, practice standards and discipline process;
5. Upon the request of the Registrar, determines on issues in membership applications;
6. Ensures nomination of volunteers for OPPI's Discipline Committee and through the Chair, may support the Governance and Nominating Committee as required in nomination for the appointment to the Professional Standards Board and the PSC.

### **Composition**

A Full Member who may or may not be a Council Director chairs the committee. The committee is made up of 5-8 Full members (not Retired or Non-practicing) with previous volunteer experience related to professional standards.

Note that OPPI's PSC representative on the committee is responsible for providing Ontario's perspective to the PSC and reports back from the PSC to this committee.

The Registrar is an Ex-Officio (non-voting) member.

### **Monitoring**

- Committee reports to Council quarterly.

**Sources**

- OPPI By-Law Section 5

Council approval date: 2013

Amended: November 2014

Amended: October 2017

**B.14 COUNCIL AND STANDING COMMITTEES' EVALUATION**

Category: Governance

**Purpose**

To describe the manner by which OPPI Council and its standing or governance committees evaluate their performance within a governance framework.

**Policy**

In fulfilling its obligation for self-evaluation and review, the Council of OPPI and its governance committees regularly examine their processes, systems, and outcomes to ensure effectiveness to identify opportunities for improvement.

Actions and behaviours for review will include but not be limited to:

- Council and committee members' understanding and application of processes, practices and procedures related to governance and the Institute
- The preparedness of Council and committee members to make informed decisions
- Council and committee conformity with the Strategic Plan and the priorities set within that Plan
- The degree to which opinions can be expressed and debated.
- The clarity of Council, committee members' and staff roles and responsibilities (governance and operations)
- The relevance of discussions and decisions as they reflect the public interest and member needs and expectations
- Mapping of agenda items against the strategic priorities established for the Institute
- Council and committee member level of satisfaction in their roles

The Council and committees use the outcomes of evaluation to improve their effectiveness.

**Monitoring**

- Council evaluation

Council approval date: November 2002

Amended: February 2013

Amended: November 2014

**B. 15 CODE OF CONDUCT**

Category: Governance

**Purpose**

To establish the behaviours that Council expects of itself and its members including the proper use of authority and appropriate decorum in group and individual behaviour when acting as Council members.

**Policy**

- Council members must represent loyalty to OPPI. This loyalty supersedes any advocacy or special interest group, any membership on other boards or staffs and the personal interest of any Council member
- Council members deal with outside entities or individuals, with staff and with each other in a manner that reflects fairness, ethics and straight forward communication
- Discipline applies to attendance, the treatment of individual Council members with dignity and respect, respect for organizational roles, speaking with one voice and self-policing of tendencies to stray from rigorous policy governance
- Council members act within and in support of all Council approved policies
- Council members may not use Council information for their own direct benefit or advantage
- Council members shall keep information confidential whenever required in the best interest of the Institute
- If an individual Council member is deemed to be negligent in carrying out their duties or responsibilities, the offending member may be censured by the Council President or reprimanded by Council
- Council members must avoid situations where their personal interests will conflict with their duties to OPPI. Members must also avoid situations where their duties to OPPI may conflict with duties owed elsewhere. These obligations are set out in greater detail in the OPPI's Conflict of Interest Policy

**Monitoring**

- Council Evaluation
- President's report as appropriate
- Regular policy review by the Governance and Nominating Committee

**Sources**

- OPPI By-law 1-86

Council approval date: November 2002

Amended: November 2014

Amended: October 2017

## B.16 CONFLICT OF INTEREST

Category: Governance

### Purpose

This policy defines conflict of interest and explains the duties of Council and committee members with respect to such conflicts.

### Application

This policy applies to Council members and non-Council members of OPPI committees, *both governance and operational*. These persons shall together be referred to as “Members” below.

### Policy

Members shall act at all times in the best interests of OPPI rather than particular interests or constituencies. This means setting aside personal self-interest and performing their duties in transaction of the affairs of OPPI in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Council, the organization and its committees.

No Member shall directly receive any profit from his/her position as such, however directors may be reimbursed reasonable expenses incurred by them in the performance of their duties.

#### *Definition of Conflict of Interest:*

- A conflict of interest may be “real”, “potential” or “perceived” and the same duty to disclose applies to each.
- Members are considered to be in a “conflict of interest” whenever they themselves, members of their immediate family, or close associates may *personally* benefit either directly or indirectly, financially or non-financially from a decision to be made by Council or an OPPI committee.
- Full disclosure in itself, does not remove a conflict of interest.
- Non-financial interests may also present a moral, if not a legal, conflict of interest.

### Procedure

1. The Member must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the Council or its committees deal with the matter at issue.
2. If the Member is not certain he/she is in a conflict of interest position, the matter may be brought before the Council President or Committee Chair if a governance committee or the Executive Director if an operational committee. The Council President, Committee Chair or Executive Director may seek further legal counsel on such a conflict for subsequent discussions.
3. Regarding Council or a governance committee, if there is any question or doubt about the existence of a real or perceived conflict, the Council or governance committee will determine by vote if a conflict exists. The person potentially in conflict shall be absent from the discussion and vote.
4. It is the responsibility of other Members who are aware of a real, potential or perceived conflict of interest on the part of a fellow Member to raise the issue for clarification, first with the Member in question and, if still unresolved, with the Council President or (governance) Committee Chair or, if an operational committee, the Executive Director.

5. The Member must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and, unless otherwise decided by the Council/Committee or Executive Director, must leave the meeting room for the duration of any such discussion or vote.
6. The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the person left and returned to the meeting shall also be recorded.

**Monitoring**

- Governance and Nominating Committee

Council approval date: November 2014

**B.17 COMMUNICATION**

Category: Governance

**Purpose**

To ensure consistent messaging and communications regarding Institute activities and in support of the principle that OPPI Council members speak with one voice in all matters related to the Institute.

**Policy**

- Beyond general information and their role as ambassadors of the organization and Council, for operational or professional discipline matters, Council members refer inquiries to the designated OPPI staff.
- Only the President and/or the Executive Director or their designate are OPPI spokespersons to the public, media and stakeholders.

**Monitoring**

- The President and Executive Director's reports to Council
- Reporting of violations to Council – Risk Management
- Regular Council policy review

**Sources**

- OPPI Communications Policy and Protocol

Council approval date: November 2002

Amended: November 2012

Amended: November 2014

## **COUNCIL/EXECUTIVE DIRECTOR RELATIONS POLICIES**

**C.1 DELEGATION TO THE EXECUTIVE DIRECTOR**

Category: Council/ED Relations

**Purpose**

To define the delegated responsibilities of the Executive Director and the manner in which these responsibilities are to be delegated.

**Policy**

In keeping with Council's governance model, the Executive Director is authorized to take all actions, make all decisions and develop all activities related to the Strategic Plan, financial obligations, human resources, organizational and operational issues and community relations that are in keeping with Council's policies.

The Executive Director has the authority to act independently within the context of pre-determined executive limitations, financial constraints and risk management.

Where pre-determined executive limitations are or may be exceeded, the Executive Director advises Council of such violation through the President or designate.

**Monitoring**

- Annual Executive Director's Performance Review
- Council evaluation
- Regular policy review

**Sources**

- OPPI By-Law
- Reference – Executive Limitation policies

Council approval date: November 2002

Amended: June 2013

Amended: November 2014

**C.2 EXECUTIVE DIRECTOR'S JOB FUNCTION**

Category: Council/ED Relations

**Purpose**

To define the function of the Executive Director of OPPI

**Policy**

The Executive Director is the single official link between the Council of OPPI and the operations of the Institute. The role of the Executive Director is:

**Council Interface**

- The Executive Director is the primary advisor to Council on all matters related to informed decision making and in keeping with all relevant Executive Limitation policies.
- The Executive Director supports Council processes and activities.
- The Executive Director is responsible for implementing Council decisions and directions at the operational level.

**Strategic Planning**

- The Executive Director manages the resources of the Institute to ensure that the Strategic Plan of OPPI is implemented.

**Operations**

Operational affairs shall include the work of the Districts, Strategy and Program committees, groups and task forces, staff, etc.

- The Executive Director is responsible for and manages the operational and financial affairs of the Institute within the parameters established by Council and in keeping with all Council policies.
- The Executive Director monitors, analyses, examines and informs Council of all operational matters relevant to Council's governance role and the Strategic Plan.

**Relationships**

- The Executive Director identifies, fosters, and maintains strategic alliances and partnerships in keeping with the core mission, vision, values and Strategic Plan of OPPI.
- The Executive Director promotes and supports the mission, vision, values and strategic plan (Ends Policies) of OPPI.

**Monitoring**

- Annual Executive Director's Performance Review
- Executive Director's reports to Council

**Sources**

- Reference – Job Description in Human Resources Manual

Council approval date: November 2002

Amended: June 2013

Amended: November 2014

**C.3 REVIEW OF EXECUTIVE DIRECTOR'S PERFORMANCE**

Category: Council/ED Relations

**Purpose**

To establish the process for a meaningful performance review of the Executive Director.

**Policy**

The Council of OPPI makes the Executive Director responsible for implementing strategies to achieve the results of the Ends policies. The purpose of the performance review is to assess performance against expected results and to determine the degree to which Council policies are being fulfilled. To that outcome,

- Council ensures that an appropriate process is in place to assess the performance of the Executive Director on an annual basis
- Council delegates the authority to conduct this process to the Executive Committee which may establish a sub-committee
- Council ensures that the process is completed on a schedule consistent with the preparation of the business plan and associated budget
- The Executive Committee provides opportunity for all members of Council to have input
- The Executive Director completes a self-evaluation, reviews existing goals and establishes new goals for the coming time frame with the Executive Committee
- The Council ensures that the Human Resources Manual documents the appropriate procedures to support this policy

Outcomes of the performance review shall be considered in adjusting the compensation of the Executive Director as appropriate (see Human Resources and Compensation policy).

**Monitoring**

- Established Performance Appraisal process
- Executive Committee report to Council
- Annual report to Council

**Sources**

- Human Resources Employee Handbook, specifically the Performance Appraisal process

Council approval date: November 2002

Amended: November 2014

Amended: October 2017

## **EXECUTIVE LIMITATIONS POLICIES**

**D.1 EXECUTIVE DIRECTOR CONSTRAINT**

Category: Executive Limitations

**Purpose**

To describe the limits related to the Executive Director's operational practices.

**Policy**

In support of the principle of delegation to the Executive Director so that Council might be free from operational matters, The Executive Director may not:

- Allow Institute records and/or information to be jeopardized or damaged due to loss, inaccuracy, incompleteness or mischief
- Represent the Institute in a manner that is not in keeping with the policies or position of OPPI as established by Council
- Engage in activities or conduct with external parties that is not in keeping with the best interest of the Institute and/or good business practices
- Expose the Institute to unnecessary or unacceptable risk or liability thereby jeopardizing the stability of the Institute
- Operate outside the established policies of the Council
- Unduly influence the Council or any committee in a manner that is not in keeping with the policies of the Institute

In carrying out the duties prescribed by Council, the Executive Director may not:

- Engage in practices that are unlawful, unethical or that contravene the objects of the Institute
- Jeopardize the implementation of the Strategic Plan by not maintaining the appropriate staff complement
- Jeopardize the financial health of the Institute
- Enter into agreements or contracts detrimental to the Institute
- Depart from sound business practices related to the administration and management of the Institute including appropriate consultation
- Take action that would contravene the Act, By-law, Mission Statement or Strategic Plan of the Institute
- Violate the Conflict of Interest policy

**Monitoring**

- Annual Executive Director performance review
- Executive Director reports to Council
- Risk Management Policy and oversight of Council
- Annual audited financial statements

**Sources**

- Executive Director performance review policy

Council approval date: November 2002

Amended: November 2012

Amended: November 2014

**D.2 STAFF TREATMENT**

Category: Executive Limitations

**Purpose**

To articulate and support the manner in which OPPI staff functions as a team.

**Policy**

With respect to the treatment of staff, the Executive Director may not:

- Fail to keep staff informed of Council decisions and informed of Council's role in the organization
- Fail to provide staff with written performance reviews in keeping with the Human Resources Employee Handbook
- Recruit and select staff other than by a fair and open process
- Fail to conform to all existing and relevant legislation, guidelines and labour management requirements
- Subject staff to unsafe or unhealthy conditions
- Fail to provide staff with an environment that enhances personal performance and professional development
- In the case of whistleblowing or harassment, fail to provide staff with access to Council through the President. Such access will be with the explicit knowledge of the Executive Director. However should the concern be with the Executive Director him or herself, the Executive Director need not be informed in advance
- Withhold from staff a written personnel manual including internal grievance procedures, able to be used without bias

**Monitoring**

- Annual Executive Director performance reviews
- Executive Director reports

**Sources**

- Human Resources Employee Handbook

Council approval date: November 2002

Amended: May 27, 2011

Amended: November 2014

Amended: November 2015

Amended: October 2017

**D.3 FINANCIAL OBLIGATIONS**

Category: Executive Limitations

**Purpose**

To establish executive limitations with regard to the financial matters of the Institute.

**Policy**

In conducting the financial affairs of the Institute in a fiscally prudent manner, the Executive Director may not:

- Cause or allow the Institute to be placed in fiscal jeopardy
- Allow budgeting that contains too little information to enable reasonably accurate projection of revenues and expenses, separation of capital and operational items, cash flow and subsequent audit trails and disclosure of planning assumptions
- Allow the Institute to enter into a budget year without submitting a budget plan
- Deviate significantly from the Institute's approved budget in planning fiscal events
- Access the reserve fund without clear and specific instruction from Council
- Violate generally accepted accounting principles
- Fail to have designated signing officers co-sign any cheque over the prescribed level as determined by Council from time to time
- Allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed
- Fail to support the process of auditing of the Institute

**Monitoring**

- Annual business plan/budget
- Annual audited financial statements

**Sources**

- OPPI Business Plan

Council approval date: November 2002

Amended: May 27, 2011

Amended: November 2014

**D.4 ASSET PROTECTION AND EXECUTIVE DIRECTOR BACK UP** Category: Executive Limitations

**Purpose**

To establish the limitations for the Executive Director's back up and asset protection.

**Policy**

With respect to the assets of the Institute and protection against the loss of the Executive Director, the Executive Director may not:

- Fail to have a plan in place to establish both succession and transition planning to ensure back up options for the position sufficient to meet the Institute's needs
- Fail to have a business continuity plan (BCP)
- Fail to protect and manage the Institute's intellectual property and digital information

**Monitoring**

- Executive Director's performance review
- Executive Director's report to Council

**Sources**

- Operational Policy 1.4 Leadership- Business Continuity Plan for OPPI
- Operational Policy 2.31 HR – Executive Director Succession Planning

Council approval date: November 2002

Amended: September 2011

Amended: November 2014

Amended: May 2016

**D.5 COMMUNICATION AND ADVICE TO COUNCIL**

Category: Executive Limitations

**Purpose**

To establish limitations or parameters on the communication and advice given by the Executive Director to Council.

**Policy**

With respect to providing information and counsel to Council, the Executive Director may not:

- Provide biased communication or advice
- Allow Council to be uninformed or misled
- Submit reports to Council that are not timely, clear, accessible, precise, complete or supportive of reflection
- Provide advice to Council that does not include options and impact of actions and/or failure to take action
- Let Council be unaware of relevant trends, significant staff issues, significant internal and external changes, particularly changes in assumptions upon which Council policy or action has previously been established
- Present information in an unnecessarily complex or lengthy form

**Monitoring**

- Executive Director's performance review
- Executive Director's reports to Council

Council approval date: November 2002

Amended: December 2, 2011

Amended: November 2014