

**COLLEGE OF OPTICIANS OF ALBERTA**

# **Board Governance Policies and Procedures**

**DECEMBER 2007**



## Introduction

The policies and procedures are intended to govern the finances, personnel and administration of the COA. From time to time it may be necessary for the Executive Committee to make financial and administrative rules and regulations to further define the policies and procedures, but the rules and regulations may not alter the purpose and intent of these guidelines. The Council of Directors will have the authority to make additions, deletions or changes, from time to time by recommendation from the Policy Committee.

These policies and guidelines apply to personnel, including the Executive Committee, Council of Directors, and permanent and temporary employees involved with the COA. The Council of Directors shall be the final authority in the interpretation and application of the guidelines.

# Board Policies and Procedures

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**SUBJECT:** Vision and Mission Statement

**POLICY:** The COA will have a Vision and Mission statement.

*The College of Opticians of Alberta is a self-regulating body authorized by the Health Professions Act, serving to protect and educate Albertans concerning ophthalmic appliances, ophthalmic dispensing, vision counseling and optical prescriptions.*

The College of Opticians of Alberta is the self regulating body that answers to the government on behalf of Opticians and was established to protect the public. Within its role of public protection the college establishes bylaws, regulations, standards of practice and code of ethics to guide optician members and the public. The College sets standards to promote the advancement of knowledge, skills and competence of members.

Working with other groups the college increases professionalism and expands skill sets of members through continuing education. It provides education for members and the public to foster better relations between opticians, opticians groups, other health professions and the public.

The College of Opticians represents members on all issues affecting the profession. The association promotes the advancement of knowledge, skills and competence of members by encouraging and providing education and training programs. It provides opportunities for opticians to improve their employable skills while advancing competency through education and cooperation with other eye care professions.

**PROCEDURE:**

1. The COA will establish a Vision and Mission statement for the operation of the COA.
2. The Vision and Mission statement will be reviewed, at a minimum, once every three years to affirm or revise them to ensure that they reflect the current needs and beliefs.

3. The affirmed or revised Vision and Mission statement must be ratified by the Council of Directors.
4. The Vision and Mission statement shall be clearly promoted on all COA materials.

**Policy Number: 1.2**

Effective Date: Dec 10, 2007

**Category: Framework Governance**

Date of Last Amendment:

**SUBJECT: Strategic Plan**

**POLICY:** The COA will have a Strategic Plan to guide its operation.

**PROCEDURE:**

1. The Strategic Plan will be reviewed each year to ensure that it reflects current needs.
2. The Goals and Objective within the Strategic Plan will be developed with membership and Council input. These Goals and Objectives will reflect the priorities of the COA for any future planning.
3. The Strategic Plan will be approved by the Council of Directors at a duly convened Council meeting by motion.
4. Must be reviewed every three years

**Policy Number: 1.3**

Effective Date: Dec 10, 2007

**Category: Framework Governance**

Date of Last Amendment:

**SUBJECT: Organizational Structure**

**POLICY:** The COA will have a clearly defined organizational structure.

**PROCEDURE:**

1. The organizational structure of the COA will be presented as the organizational chart for the COA.
2. The organizational chart will be made available to all employees, Council members, and members.
3. Any changes to the structure of the COA shall be reflected in the organizational chart and updated for presentation to the following Council meeting.
4. Each position within the COA shall have a written job description or outline in the board policy & procedures manual approved by the Council on the recommendation of the Registrar.
5. Must be reviewed every three years.

**Policy Number: 1.4**

Effective Date: Dec 10, 2007

**Category: Framework Governance**

Date of Last Amendment:

**SUBJECT: Annual Report**

**POLICY:** The COA will file an Annual Report with the Department of Alberta Health and Wellness Minister.

**PROCEDURE:**

1. The Annual Report will be filed within 8 months of the COA fiscal year-end.
2. The Annual Report will be subject to comply with standards set out by the Health Professions Act.
3. The Annual Report will be approved by the Executive Director.
4. The Annual Report shall be available to the membership on the website.

Policy Number: 2.1

Effective Date: Dec 10, 2007

Category: Board Governance

Date of Last Amendment:

**SUBJECT:** Policy & Procedures Development and Changes

**POLICY:** Policies and procedures are intended to govern the finances and administration of the COA. These policies and procedures apply to the Council of Directors, Registrar, and all permanent and temporary employees. The Council of Directors shall be final authority in the interpretation and application of policies and procedures. Policy will be developed by the Policy Committee to be approved by Council or a legally authorized designate.

**PROCEDURE:**

1. Due consideration must be given to the core values, legislation and Strategic Plan of the COA when developing policy.
2. Policy will be reviewed at a minimum of every three years by the Policy Committee to ensure that the Policy remains consistent with current needs of the COA.

Council of Directors

3. The Council of Directors may, by motion, add, delete or change any policy.
4. The additions, deletions or changes must be available to the Council of Directors in writing before the meeting at which the amendments are voted on.

**Policy Number: 2.2**

Effective Date: Dec 10, 2007

**Category: Board Governance**

Date of Last Amendment:

**SUBJECT: Governing Style**

**POLICY:** The COA operates under the principals of Policy and Board Governance and acts as a governing board.

**PROCEDURE:**

1. The policy governing board will govern the organization by making policy that is to determine the long-term direction of the COA.
2. The Registrar is to implement the policies and procedures, manage day-to-day business of the COA and shall be accountable to the Council of Directors
3. Permanent and temporary staff and volunteers will be accountable to the Registrar and assist in the implementation of programs and services.

**Policy Number: 2.3**

Effective Date: Dec 10, 2007

**Category: Board Governance**

Date of Last Amendment:

**SUBJECT: Annual General Meetings**

**POLICY:** The Annual General Meeting is the membership's opportunity to provide direction to the COA and select the Council of Directors. The Annual General Meeting, elections, and appointment of Directors shall be governed by clear procedures.

**PROCEDURE:**

1. The AGM of the COA shall adhere to the process and criteria outlined in the COA bylaws and this policy.
2. The AGM shall be accessible to all members due to widespread membership throughout the province
3. The COA shall hold their AGM no later than November 30<sup>th</sup> each calendar year.
4. Notice of special business for the AGM shall contain necessary information required for the membership to make informed decisions
5. Each practicing member in good standing shall be entitled to a vote at the AGM as established in the Bylaws.
6. The COA President shall Chair the AGM or in the absence of the President or at the request of the of the President an appointed Director from Council
7. Upon calling the meeting to order the AGM Chairperson shall verify quorum established in the Bylaws.
8. Business of the AGM shall consist of:
  - a) Board Reports
  - b) Annual Executive Director's Report
  - c) Audited Financial Statements from the Auditor
  - d) Elections
  - e) Appointment of Auditor for the following year
  - f) Ratification of COA Bylaw Amendments
  - g) Any other items required by the COA Bylaws or Alberta law
  - h) Other business which may be properly placed on agenda

*Elections*

9. The Council of Directors shall be elected by the voting delegates at the AGM in accordance with the COA Bylaws.

**SUBJECT:** Council of Directors Recruitment and Selection

**POLICY:** The COA Council of Directors will be elected at the Annual General Meeting of the COA membership or by acclimation.

**PROCEDURE:**

1. The Council of Directors may appoint new Directors mid-term to fill vacant positions left by past Council members.
2. Descriptions of Portfolio/Position will be defined, with a list of all responsibilities and obligations to be recorded.
3. The Executive Committee will select candidates from a list of volunteers and those that were nominated for Council but not elected by the membership.
4. A list of qualifications will be submitted to the Council of Directors, with the selection process to follow.
5. If the above steps do not warrant a possible candidate, the Council of Directors will then put forth suggestions.
6. All candidates put forward shall be voted on by the Council of Directors.



**SUBJECT:** Council of Directors

**POLICY:** The Council of Directors of the COA shall provide leadership and direction of the organization. Their mandate is to govern the operations of the COA administration by setting direction and overseeing the activities of the administration to ensure the services that the membership wants or needs are provided in a fair, equitable and efficient manner.

**AUTHORITY:** The Council of Directors derives their authority from the Opticians Act, Regulations, approved bylaws of the COA and established policy and procedures. The Council of Directors is directly accountable to the COA members for the conduct of the affairs of the COA. The Council of Directors is accountable to the COA members for the success of the COA in carrying out the mission. The Council of Directors must meet their legal and ethical obligations in carrying out their duties.

**PROCEDURE:**

1. The composition of the Council of Directors and the appointment or election of the Directors is established in the COA Bylaws.
2. The Council of Directors will meet in accordance with the schedule set forth in the bylaws, or more often as necessary. Minutes of all meetings will be taken and maintained as a permanent record and will be forwarded to the Council of Directors upon completion.

**SUBJECT: Roles and Responsibilities of the Council of Directors**

**POLICY:** The Council is the legal authority for the COA. As a member of the Council, a Director acts in a position of trust for the members and public and is responsible for the effective governance of the organization. The Council of Directors shall be responsible for assisting the Executive Committee and Staff of the COA to develop, implement and monitor the strategic goals and objectives.

**PROCEDURE:**

*General Responsibilities*

1. Review COA structure and approve policy and other recommendations presented by the Council of Directors' its Standing Committees and senior staff.
2. Review of bylaws and preparation of resolutions for presentation to the membership for changes to the bylaws.
3. Participate in the development of the COA's Strategic Plan and annual review.
4. Approval of COA budget.
5. Approve an auditor. Review and accept the annual audited financial statements.
6. Approve of the hiring, conditions of employment and termination of the Registrar's employment contract based on recommendations from the Executive Committee.
7. Support and participate in evaluating the Registrar.
8. Be knowledgeable about COA meeting procedures.
9. Provide notification in advance if they are unable to attend a Council of Directors or Committee meeting.

10. Read minutes, reports, and financial statements that are provided in advance of meetings to identify errors, omissions and actions that require follow-up.
11. Prepare reports, resolution, policies, etc. in writing when required.
12. Express their opinions on matters before the Council of Directors in a clear and respectful manner. Vote on matters before the Council of Directors with the best interest of the COA as a whole in mind.
13. Clearly and effectively communicate with the membership.
14. Be fully informed on organizational matters and participate in the Council of Directors deliberations and decisions in matters of policy, finance, programs, personnel and advocacy.
15. Participate in Council activities using the amount of skill and diligence expected of someone with their knowledge, education and experience.
16. Carry out business of the COA as required under the Opticians Act, Regulations, and Bylaws.
17. Recommend short and long range objectives and policies.
18. Attend regularly scheduled Council of Directors meetings.
19. Assist in the preparation and delivery of presentation to governments, registrants and other groups, on optical issues which affect the COA, its registrants or the public.
20. Adhere to the bylaws and Regulations of the COA.
21. Adhere to the COA Code of Ethics.

*Role of the Council  
Of Directors*

The Council of Directors is responsible for:

- a) Establishing the long and short term goals of the COA, and monitoring how the administration implements the goals through a Committee of the board;

- b) Representing and communicating the COA's mission to the membership and the community;
- c) Developing governance policies of the COA
- d) Ensuring that succession planning is in place for the administration of the COA;
- e) Providing accountability to the COA members and the community;
- f) Reporting to the COA membership on the operations and services provided by the COA and future plans;
- g) Defining in writing the responsibilities delegated to the Registrar.

**SUBJECT:** Executive Committee

**POLICY:** The Executive Committee shall represent the elected officials of the Council of Directors and are subject to all policies and procedures governing the Council of Directors. Their mandate is to serve the goals and mission of the COA established by the Council of Directors.

**AUTHORITY:** The Executive Committee is mandated by a Policy Governing Board. The Executive Committee derives their authority from the written bylaws of the COA and established policy and procedures. The Executive Committee is directly accountable to the Council of Directors. The Executive Committee must meet their legal and ethical obligations in carrying out their duties.

Individual Executive Committee members do not have the authority to direct the activities of the employees; the Executive Committee gives direction to only one employee, the Executive Director

**PROCEDURE:**

1. The composition of the Executive Committee and their appointment or election is established in the COA bylaws.
2. The Executive Committee will perform an annual performance evaluation for the Executive Director.
3. Procedures as established in the committee Terms of Reference.

General Responsibilities  
for the Executive Committee

1. Ensure the implementation of approved policy and other recommendations presented by the Council of Directors.
2. Present discussion papers and/or information that may guide the development of COA annual goals and annual review.
3. Make recommendations for the approval of the COA's Annual Strategic Plan and budget.

4. Make recommendation for the hiring, conditions of employment and termination of the Registrar and report the annual performance evaluation of the Registrar to the Council.
5. Responsible for developing and reviewing personnel policies including employment practices, employee benefits and employee relations.
6. Prepare Executive Committee reports, resolutions, policies , etc. in writing when required. Assist the President in preparing his/her reports.
7. Act as potential signing authorities for the COA.
8. Serve on COA Council Committees as required and serve as a communication link.
9. Represent the COA at meetings as required.

*Outside Committees Rep*

In addition to the general responsibilities of the Council of Directors, and the duties outlined the outside committees Representative shall:

- a) Serve as the communication link between the various stakeholders
- b) Attend meetings and represent the COA's position.

**SUBJECT:** **Board Chair Position – President**

**POLICY:** In policy governance the Chair has no direct role in carrying out programs and services. The purpose of the Chair is to offer guidance to the Council of Directors and COA staff.

**PROCEDURE:** In addition to the responsibilities outlined for the Executive Committee and Council of Directors, the President shall:

1. Provide leadership to the Council of Directors.
2. Serve as the primary spokesperson of the COA on all matters related to the COA in accordance with any policies and procedures on public relations by promoting the organization’s purpose in the community and to the media
3. Ensure the Council of Directors adheres to its bylaws.
4. Consult with the Registrar on preparation of agendas for Council of Directors and Executive Committee meetings.
5. Chair Executive Committee meetings, Council of Directors meetings and meetings of the membership.
6. Encourage Council members to participate in meeting and activities.
7. Keep the Council’s discussion on topics by summarizing issues.
8. Ensure that Committee Chairpersons are appointed.
9. Recognize Council members’ contributions.
10. Play a leading role in supporting fundraising activities and member services.
11. Present the President’s annual report at the AGM and Council meetings.
12. Serve as an ex-officio member on all Council committees.

13. Serve as the Council of Directors' liaison with the Executive Director between Council of Directors and Executive Committee meetings.
14. Oversee and participate in the Executive Committee's annual written performance evaluation of the Executive Director.
15. Orient new Chairperson.

**Policy Number: 2.10**

Effective Date: Dec 10, 2007

**Category: Board Governance**

Date of Last Amendment:

**SUBJECT: Board Vice-Chair Position – Vice President**

**POLICY:** The purpose of the Vice Chair is to offer guidance to the Council of Directors and COA staff in absence of the Chair.

**PROCEDURE:** In addition to the responsibilities outlined for the Executive Committee and Council of Directors, and the duties outlined in the bylaws, the President shall:

- a) Act in the capacity of the President of the COA with all the powers and authority of that office, in the absence of the President or when the President is unwilling or unable to act;
- b) Serve on the Executive Committee
- c) Orient new Vice Chair

**Policy Number: 2.11**

Effective Date: Dec 10, 2007

**Category: Board Governance**

Date of Last Amendment:

**SUBJECT: Management Authority**

**POLICY:** The Executive Committee and Council of Directors of the COA is ultimately responsible for the management and operation of programs and employees of the COA through the Registrar.

The Registrar is accountable to the Executive Committee and the Council of Directors. The implementation of approved operational policies and procedures through the day-to-day management and operation of the COA is delegated by the Council of Directors.

**PROCEDURE:**

1. In implementing the policies and procedures of the COA, the Executive Director may use reasonable discretion so long as the day-to-day management decisions are consistent with the approved policies and procedures set out by the Executive Committee and Board of Directors.
2. If there is no policy or procedure or Council of Directors motion to guide the Registrar, the Executive Director will seek Executive Committee approval.
3. In the event a decision is to be made regarding the COA annual budget, the Registrar must seek Executive Committee approval for expenditures which are beyond the approved budget.

**SUBJECT:** Council Members Code of Conduct

**POLICY:** Council Members need to demonstrate ethical and professional conduct to maintain the confidence of the membership and the public. This commitment includes proper use of authority and appropriate actions in group and individual behaviour when acting as Council Members.

**PROCEDURE:**

1. The Council of Directors must be dedicated to the interests of the membership over and above any:
  - a) Loyalty to advocacy or interest groups, and membership on other boards or staffs;
2. The Council of Directors are trustees of public confidence and securities. They must avoid any conflict of interest
  - a) There must be no self-dealing or any conduct of private business or personal services between any Council member and the COA, exceptions can occur only when there is openness, competitive opportunity, and equal access to information;
  - b) Council members must not use their positions to obtain employment within the COA for themselves or their family members;
  - c) If a Council member is considered for employment, he/she must temporarily withdraw from deliberation, voting and access to applicable COA information.
3. Council members must not exert any individual authority over the COA.
  - a) Individual Council members do not have any authority to speak for the COA when they interact with staff, the public, the press and other entities unless granted this authority by the Council of Directors;
  - b) Council members must not make any judgments of staff performance except if the performance is officially assessed against COA policies and procedures.

4. Council members who deal with outside entities or individuals, with clients and staff, and with each other using fairness, ethics and straightforward communication.
5. The authority of the Council members to govern affairs of the COA is derived from the collective decisions of the entire Council of Directors and therefore:
  - a. The Council of Directors must work together for the common good of the COA;
  - b. The Council of Directors speak with one voice;
  - c. The Council of Directors speak through motions and resolutions;
  - d. The membership of the COA shall be informed by the Council of Directors of any decisions made;
  - e. Council of Directors discussions or debates of a delicate nature must be kept strictly confidential by being held during in camera sessions of the Council. (For more information see policy number 2.18 )
4. In order to become and remain a Council member, each individual must complete the following
  - a. Code of Ethics;
  - b. Oath of Confidentiality.

**SUBJECT:** Conflict of Interest

**POLICY:** The ethical conduct of elected officials is expected, and Council members of the COA are expected to perform their duties of office and arrange their private affairs in a manner that promotes public confidence and trust in the integrity of each Council member and the COA.

Council members, in reconciling their duties of office and their private interests, are expected to act with integrity and impartiality. This policy applies to the Council of Directors, all Committees established by the Council of Directors and other bodies established by the COA.

**PROCEDURE:**

Conflict of interest

1. A conflict of interest happens when a Council member's personal financial interests or those of his/her family conflict with the responsibility to make decisions that are in the best interests of all COA members. A conflict of interest includes:
  - a) A Council member having a financial interest in organizations supplying property, goods, or services to the COA or its programs, services or affairs;
  - b) A Council member receiving directly or indirectly a cash payment, gift, gratuity, or other personal reward that the Council member knows, or should have known, is intended to influence the COA's actions or that of its programs, services, or affairs;
  - c) Use by a Council member of his/her office or powers to influence a decision of the COA that will further the Member's financial interest;
  - d) A Council member accepting a gift, favour, or service from an individual, organization, or corporation. This does not include:
    - (i) the normal exchange of gifts between friends,
    - (ii) the normal exchange of hospitality between persons doing business together,
    - (iii) token exchanges as part of protocol or the normal presentation of gifts to persons

participating in public functions where the total value of the fees, gifts and benefits given from the same source to the Council member in a calendar year is \$200 or less. No matter what the value, the Council member should report the gift, favour or service to the Council of Directors at the next Council meeting.

- e) Use by a Council member of confidential information in the course of carrying out the powers or duties of office to further the Council member's financial interest;
- f) When a Council member's involvement in outside interests, including other employment, adversely affects the Council member's ability to perform their duties for the COA or other bodies established by the COA.

What is a financial interest?

- 2. A Council member has a financial interest in a matter if the Council member could reasonably be expected to know that a decision on the matter may cause, direct or indirect gain or loss of money for
  - a) The Council member, and the parents, spouses (including common-law partners), brothers, sisters, aunts, uncle, spouse's parents and children of the Council member;
  - b) A corporation of which the person listed in clause 2 (a) is a shareholder, director or officer;
  - c) A partnership or form of which the person listed in clause 2 (a) is a member;
  - d) A corporation, partnership, firm, government or person that employs a person listed in clause 2(a).

What is not a financial interest?

- 3(1). An interest that a person listed in clause 2(a) is no financial interest if the:
  - a) Is held as a Member of the COA;
  - b) Exists only because the Council has appointed the Council member as a director, Committee member or representative on another body including an entity established by the COA;

- c) Is related to the approval, amendment and implementation of the COA's travel expense per diem procedure;
- d) Is due to the Council member being a member of a non-profit organization, service club, voluntary service for community betterment, or a credit union;
- e) The exemption in clause 3(1)(d) do not apply if the Council member is an employee of the organization rather than just a member or officer.
- f) is an interest common with most COA members;
- g) is so remote or insignificant that it is unlikely to influence the Council member.

Declaration & withdrawal

- 4(1). A Council member must immediately declare a potential conflict of interest and shall not participate in deliberations or vote on a resolution in respect of that interest and must be excluded from the meeting during the deliberations.
- 4(2). The official minutes of the meeting must note the Council member's declaration of conflict of interest and withdrawal from the meeting.
- 4(3) If a disagreement arises about whether a Council member has conflict of interest in a matter before the Council, the Council must decide by vote whether the Council member has a conflict of interest, and the Council member in question cannot take part in that vote, but is bound by it.
- 4(4) A Council member who is not permitted under this procedure to take part in deliberations and to vote on a resolution cannot be counted for the purpose of determining Quorum.

Accounting  
of benefits received

- 5. The Council may request
  - (a) That the Council member provide a detailed list of benefits received directly or indirectly by the member as a result of a breach of the conflict of interest provisions, and
  - (b) That the Council member shall reimburse the COA for an amount up to the value of the benefits listed in clause (a).

Influence means using the position of the Council member to affect a decision of the Council, the Executive or a staff member. Two examples: a Council member talking directly to a staff member responsible for a project with the aim of convincing the staff member to hire a family member; or a Council member talking to Executive members to encourage them to consider an application, proposal or contract by a family member.

**SUBJECT:** Confidentiality

**POLICY:** The COA forms policy that will assure and be directed to ensure the confidentiality of in camera discussions and policy decisions.

The confidentiality of, but not limited to participating members of the COA extend to everything developed, learnt, adopted as policy and/or procedure, and implemented in the form of information or policy remains the property of the AOA.

All information that COA participants may or do become privy to in the course of Council of Directors meetings, Committee meetings or other related business and its development must be treated as confidential.

**PROCEDURE:**

1. This means that
  - a) COA Directors and Officers will not discuss confidential information except during professional interactions within the business and/or meetings of the COA.
  - b) Written record, documents, evaluation standards or questions, drawings, photographs, letters, papers, and any other things on which information recorded or stored by graphic, electronic, mechanical, or other means, remains the sole property of the COA, and may not be released or copied without the written consent of the Council of Directors of the COA.
  - c) Information taken from records, transcripts, and documents may only be used for designated assignments as specified by the COA. This information may not be used for any other purpose, specifically publishing, reproduction, or third party delivery, without the written consent of the COA.
  - d) COA Council members or any person may not tape or photograph any interactions during the meetings.

- e) Should taping or photographs be required for designated learning and development, then officious permission must be sought from the COA majority, and from any individual involved or exposed from such.
2. Any breach of confidentiality will be considered a demonstration of unethical and unprofessional behavior. A breach of confidentiality may result in the COA member being dismissed from the COA Council or Committees and could result in litigative consequences.

**SUBJECT:** Bylaw and Policy Review

**POLICY:** The Council of Directors will regularly review, not less than every three years, the bylaws and the policies of the COA to ensure they reflect current practice. The bylaws may at any time be added to, amended or repealed in whole or in part by a motion approved by the majority of the Council of Directors and ratified by the membership.

**PROCEDURE:**

1. The bylaw amendments are to be forwarded to the membership for review 30 days prior to the Annual General Meeting.
2. The Council of Directors shall
  - a) Evaluate and make recommendations on the bylaws and policies of the COA;
  - b) Review and make recommendations on draft bylaws and process-related policy;
  - c) Meet when required prior to the Annual General Meeting
3. New policies may be proposed by any Council member, or any Committee or working group. The Council of Directors will ensure a full review of proposed policies and bylaw amendments, including consideration of the ramifications and implications of proceedings.
4. Changes to the existing bylaws and/or the introduction of new processes will be presented to the membership for approval.

**SUBJECT: Council Meetings**

**POLICY:** The Council meetings are the Council of Directors opportunity to provide direction to the COA administration, set goals, receive updates on Committees and programs and review policy.

**PROCEDURE:**

1. The Council meetings should adhere to the process and criteria outlined in the COA bylaws and this policy.
2. Council meetings are to be held a minimum of four times per fiscal year taking place every second month, with the exception of the summer months (July and August).
3. Notice of Council meetings shall be sent out to the Council of Directors prior to the next scheduled Council meeting and contain the necessary information required for the Council of Directors to make informed decisions.
4. Notice of all Council meetings shall be posted on the COA website and the Eighth Line newsletter for the general membership.
5. Each Council member shall be entitled to one vote.
6. The COA President shall Chair the Council meetings.
7. Upon calling the meeting to order the Chairperson shall determine if quorum has been established, a majority shall constitute quorum.
8. Business at the Council Meetings shall consist of:
  - a) Council Reports
  - b) Registrar's Report
  - c) Financial Statements
  - d) Review of Bylaw amendments prior to the AGM
  - e) Other business to be properly placed on the agenda
  - f) New and old business items

9. Meeting dates may be changed or cancelled as required and may be held in person, by telephone or video conferencing.

**Policy Number: 2.17**

Effective Date: Dec 10, 2007

**Category: Board Governance**

Date of Last Amendment:

**SUBJECT: Meeting Agenda Development**

**POLICY:** All meeting agendas for Council meetings are to be prepared by the Registrar in consultation with the President.

**PROCEDURE:**

1. All agendas are to include unfinished business, new business and other business which may be placed properly on agenda.
2. The agenda shall be accepted via motion by the Council of Directors at the meeting.
3. All agendas are to be developed in cooperation with the Chair.

**Policy Number: 2.18**

Effective Date: Dec 10, 2007

**Category: Board Governance**

Date of Last Amendment:

**SUBJECT: In Camera Discussions**

**POLICY:** All Council meetings are open to the membership. On occasion discussions of a confidential nature will be discussed in an In Camera Session, with only voting members present. These In Camera Sessions are to be limited to only taking place when necessary.

**PROCEDURE:** Definitions of In Camera Discussion during Council meetings are established in the COA bylaws following Robert's Rules of Order.

**Policy Number: 2.19**

Effective Date: Dec 10, 2007

**Category: Board Governance**

Date of Last Amendment:

**SUBJECT: Council Remuneration**

**POLICY:** Travel costs incurred while carrying out job responsibilities for COA shall be reimbursed. When an employee or volunteer uses their private motor vehicle on COA business, the employee or volunteer will be reimbursed at the rate currently approved by the Council of Directors. In all cases, the most economical and practical mode of transportation must be used.

The COA will pay per diems for delegates that are members on the Council of Directors to attend COA meetings. Expenditures will not be paid to delegates that are not elected or appointed members of the Council of Directors or Council Committees to attend COA meetings.

**PROCEDURE:**

1. The COA will adhere to the Travel Expense policy 2.5 as established in the Financial Policies and Procedures.

**SUBJECT:** Board Committees

**POLICY:** In order to ensure that there is consistency and ongoing communication and to deal with some of the administrative decisions left to Executive Committee and Council of Directors, the COA shall establish standing and ad hoc Committees to assist in the governance of the COA.

**PROCEDURE:**

Standing Committee

The members study problems within an assigned area and provide specialized assistance and advice to the Council of Directors on a continual basis. Standing Committees can include, but are not limited to: Executive, Membership, Personnel, Health, Finance, Fundraising and Nominating. A standing committee frequently has extensive authority and responsibility to accomplish its work.

Ad Hoc Committees

An ad hoc committee is formed to handle a specific situation or issue that does not fall with the assigned function of an existing standing committee. It is dissolved when the job is completed.

Advisory Committees

An advisory committee advises the Council of Directors on any issues. The advisory committee can consist of a standing or ad hoc committee the difference is, the Council is not obligated to take advice or recommendations from the committee.

**Policy Number: 2.21**

Effective Date: Dec 10, 2007

**Category: Board Governance**

Date of Last Amendment:

**SUBJECT: Board Committee Levels**

**POLICY:**

- a. Level one Committees shall be mandatory as established under the Health Professions Act. These Committees require a public member and have very defined roles and processes. Incidental allowances or honorariums will be given in accordance with the same Government Guidelines as used for Council.
- b. Level two Committees shall be those that deal with regulating in some manner or business. Honorariums may be given or other forms of compensation used.
- c. Level three Committees shall be the social Committees with no Honorarium compensation.

**Policy Number: 2.22**

Effective Date:

**Category: Board Governance**

Date of Last Amendment:

**SUBJECT: Finance and Audit Committee**

**POLICY:** The Committee shall advocate integrity of finances as a result of supporting the Registrar, Executive Committee and the Council of Directors in the day to day operations. The committee or committee members, meet directly with the Auditor for review of the financial statements at year end and make and review policies regarding financial operations, monitor finances and assess criteria for expenditure.

**PROCEDURE:**

1. The committee is to adhere to guidelines as established in the Committee Terms of Reference

**Policy Number: 2.23**

Effective Date: Dec 10, 2007

**Category: Board Governance**

Date of Last Amendment:

**SUBJECT: Disciplines Committee**

**POLICY:** The Committee is to hear specified allegations of a member's misconduct and decide penalties and attend hearing where members consider the allegations set out in the notice of the hearing. Evidence is to be presented from the facts established. The Committee must determine if the allegations are fact and therefore proven that a member has committed an act of professional misconduct. The penalty must be determined and imposed as provided in the legislation.

**PROCEDURE:**

1. The committee is to adhere to guidelines as established in the Committee Terms of Reference

**Policy Number: 2.24**

Effective Date: Dec 10, 2007

**Category: Board Governance**

Date of Last Amendment:

**SUBJECT:** Examination Committee

**POLICY:** The Committee is to administer and coordinate all aspects of the NACOR examinations in Alberta.

**PROCEDURE:**

1. The Committee shall adhere to the Committee Terms of Reference.

**Policy Number: 2.25**

Effective Date: Dec 10, 2007

**Category: Board Governance**

Date of Last Amendment:

**SUBJECT: Registration Committee**

**POLICY:** The Committee is to assess the skill levels of any person referred by the Registrar who has experience or training from a source not recognized by COA as an equivalent. PLA is a tool used as part of the third pathway for registration.

**PROCEDURE:**

1. The Committee is to adhere to guidelines as established in the Committee Terms of Reference

**Policy Number: 2.26**

Effective Date: Dec 10, 2007

**Category: Board Governance**

Date of Last Amendment:

**SUBJECT: Field Supervision**

**POLICY:** The Committee is to assure students are qualified to challenge practical licensing exams, assist students in success within the NAIT courses, and assist NAIT in maintaining high levels of practicum monitoring.

**PROCEDURE:**

1. The committee is to adhere to guidelines as established in the Committee Terms of Reference

**Policy Number: 2.27**

Effective Date: Dec 10, 2007

**Category: Board Governance**

Date of Last Amendment:

**SUBJECT: Accreditation Committee**

**POLICY:** The Committee is to assign credits and education categories to various continuing education courses.

**PROCEDURE:**

1. The committee is to adhere to guidelines as established in the Committee Terms of Reference

**Policy Number: 2.28**

Effective Date: Dec 10, 2007

**Category: Board Governance**

Date of Last Amendment:

**SUBJECT: Education Committee**

**POLICY:** The Committee is to educate members by developing and delivering continuing education seminars specifically designed to meeting requests of the membership.

**PROCEDURE:**

1. The committee is to adhere to guidelines as established in the Committee Terms of Reference

**Policy Number: 2.29**

Effective Date: Dec 10, 2007

**Category: Board Governance**

Date of Last Amendment:

**SUBJECT: Member Services Committee**

**POLICY:** The Committee shall keep members informed of services provided by the COA in the areas of promotion and marketing, education advocacy and networking.

**PROCEDURE:**

1. The committee is to adhere to guidelines as established in the Committee Terms of Reference

**Policy Number: 2.30**

Effective Date: Dec 10, 2007

**Category: Board Governance**

Date of Last Amendment:

**SUBJECT:**                      **Negotiations Committee**

**POLICY:**                      The Committee is to effectively negotiate with Social Services, provincial health care agencies, Veterans Affairs, Supports for Independence and First Nations and Inuit Health.

**PROCEDURE:**

1. The committee is to adhere to guidelines as established in the Committee Terms of Reference

**Policy Number: 2.31**

Effective Date: Dec 10, 2007

**Category: Board Governance**

Date of Last Amendment:

**SUBJECT:**                      **Policy Committee**

**POLICY:**                      Policy will be developed by committee and be approved by Council or a legally authorized designate.

**PROCEDURE:**

1. The committee is to adhere to guidelines as established in the Committee Terms of Reference

**Policy Number: 2.32**

Effective Date: Dec 10, 2007

**Category: Board Governance**

Date of Last Amendment:

**SUBJECT: Board of Directors Liability**

**POLICY:** The COA shall procure and maintain adequate board liability insurance coverage for its finances and operations that saves harmless the Council of Directors, Executive Committee and employees.

**PROCEDURE:** Non-profit Directors and Officers Liability insurance is to be provided by Mitchell & Abbott Group containing at 2 million dollar limit.

**SUBJECT:** Program Development

**POLICY:** In this policy “program” refers to any program or service of the COA. The programs delivered by the COA shall meet the requirements established in this policy.

The COA program must intend to build the capacity of its members to achieve the purpose and objectives of the COA.

**PROCEDURE:**

Approval of programs

1. All new programs must be approved by the Council of Directors.
2. The Registrar shall make every reasonable effort to ensure that the Council of Directors approves the developments of programs before they are implemented.

Partnering

3. All partnerships with other organizations or corporations to deliver programs must be approved by the Council of Directors. The President shall advise the Council of Directors of the nature of any partnership with other organizations or corporations at the next Council meeting.

**SUBJECT:** Client/Member Satisfaction

**POLICY:** All clients/members shall be allowed to share their recommendations, concerns and/or satisfaction or causes of dissatisfaction with COA procedures and operations.

A satisfaction survey shall be disseminated by the COA to its members. The purpose of the survey is to establish the causes, concerns and make improvements in the following areas:

- a) Professionalism
- b) Quality of Service
- c) Follow-up Service
- d) Complaint Resolution
- e) Willingness to take and offer suggestions
- f) Overall satisfaction
- g) Efficiency of staff and/or operations of the COA

**PROCEDURE:**

1. A satisfaction survey is to be disseminated to clients along with the Member Wage Survey at the discretion of the Council of Directors.
2. Evaluations shall be available to all attendees at all Annual General Meetings.
3. The Step Three from the members shall be monitored and reviewed annually by the Education Committee.

**Policy Number: 3.3**

Effective Date: Dec 10, 2007

**Category: Program Governance**

Date of Last Amendment:

**SUBJECT: Client/Member Access to Services**

**POLICY:** All members of the public and COA members in good standing shall receive access to services provided by the COA.

**PROCEDURE:**

1. To accurately identify client/member needs quickly and provide access to available services offered by the COA.
2. To ascertain the correct service for the client/member that will ensure continuity and quality of service.

Policy Number: 3.4

Effective Date: Dec 10, 2007

Category: Program Governance

Date of Last Amendment:

**SUBJECT: Member/Client Grievances and Treatment**

**POLICY:** Members are clients of the COA and shall be treated as such. Staff treatment of clients is established in the COA Staff Policy Manual. It is the policy of the COA that services will be provided to all individuals who are eligible, without discrimination. If the member is not satisfied with service they can submit complaints to the COA Executive Director.

**PROCEDURE:**

1. The appeals and complaints process for members/clients shall be addressed first by the Registrar then if necessary, the Council of Directors (Complaints Director).
2. Clients will have the right to file a grievance if they feel they have been treated unfairly in any way.
3. Clients shall suffer no repercussion as a result of filing a complaint.
4. If a client has a grievance or complaint, it shall be discussed first with the designated staff person at which time he/she will determine if it should stay at the COA staff level or proceed to the Council of Directors.

**Policy Number: 3.5**

Effective Date: Dec 10, 2007

**Category: Program Governance**

Date of Last Amendment:

**SUBJECT:                      Advocacy for Clients**

**POLICY:**                      The COA was established to protect the public. It also acts as an advocacy group for Opticians in Alberta. Should the two roles come into conflict, it is necessary to protect the public above all other roles.

**PROCEDURE:**                      Should the COA be unable to fulfill its role on advocacy in case of conflict the Opticians Association of Canada can do so in its place.

**Policy Number: 3.6**

Effective Date: Dec 10, 2007

**Category: Program Governance**

Date of Last Amendment:

**SUBJECT: Government Legislation**

**POLICY:** The COA will comply with provincial and federal legislation as set forth for all Regulatory bodies and Associations as it pertains to Health Professionals and the health of the public.

**PROCEDURE:** COA Legislation development shall be completed by the Executive Committee and staff for ratification by the Council of Directors.

**SUBJECT: Roles and Responsibilities of Registrar**

**POLICY:** The Registrar acts as Chief Executive Officer of the organization and its members. The Registrar carries out the work of the COA and reports to the Council of Directors. The Registrar reports to the President (who is also Chair of the Executive Committee).

The Registrar shall be accountable to the Council of Directors and shall be responsible for assisting the Council and the Executive Committee to develop, implement and monitor the strategic goals and objectives of the organization.

**AUTHORITY:** The Registrar holds a key leadership position in the organization and under the authority of the Council of Directors, and assumes complete responsibility in carrying out assigned policies and regulations. The Registrar has the authority to direct the implementation of the COA programs and services, and is responsible for the management of all staff members and volunteers.

**PROCEDURE:**

1. The Registrar shall further be responsible for:
  - a) Providing leadership and direction by advising and making recommendations that will assist the Council and the Committees to carry out their respective responsibilities;
  - b) Discharging her/his responsibilities as set out under the Opticians Act and the Regulations of the organization;
  - c) Other duties as required.
2. More specifically, the Registrar shall be accountable to the Council of Directors for the following responsibilities.

- a) Efficient and Effective Management of the COA
  - b) Legislative Affairs
  - c) Policy Development and Continuous Quality Improvement
  - d) Stakeholder Development and Education
3. In order to facilitate these functions the Registrar assists the Council of Directors in carrying out the business of the COA as required under the Health Professions Act, Regulations, and Bylaws.
- a) Assumes responsibility for initiating and maintaining an appropriate corporate planning process;
  - b) Identifies and monitors developments in optical care relevant to the COA's public interest mandate;
  - c) Develops and recommends to the Council short and long range objectives and policies;
  - d) Attends all Council meetings;
  - e) Ensures implementation of all Council decisions;
  - f) Researches and presents alternative courses of action to support decision making by the Council.
  - g) Monitors COA programs, projects, and activities, and makes recommendations to improve effectiveness;
  - h) Assists the Council of Directors as required with the preparation and delivery of presentations to governments, registrants and other groups, on optical issues which affect the COA, its members or the public;
  - i) Oversees the planning and organization of the Annual meeting and other special meetings of the COA or Committees;
  - j) Supports the Chair of the Council of Directors in her/his official role by acting in an advisory capacity.
4. To further facilitate these functions the Registrar holds final responsibility for all administrative matters within the COA.
- a) Within the approved budget, establishes positions and organizes staff to effectively and efficiently implement COA operations;
  - b) Delegates to staff who are directly subordinate, full responsibility for carrying out their respective functions

- as outlined in their job descriptions and within their approved budgets;
- c) Creates a work environment that is appropriate to attract and retain professional and administrative/clerical staff of high caliber;
  - d) Ensures that staff members develop and maintain effective working relationships with those with whom they are in contact on COA business;
  - e) Ensures that appropriately qualified individuals are employed to fill subordinate positions. Coaches new staff in the effective performance of their responsibilities. Disciplines staff, up to and including discharge, as required;
  - f) Recommends to the Council the COA's annual budget and administers the approved budget. Is a Signing Officer for the COA;
  - g) Ensures all Secretarial duties are administered by staff for the Council of Directors;
  - h) Conducts such administrative functions as are specified in the Health Professions Act and regulation of the bylaws;
  - i) Ensures protection, maintenance and optimum use of the COA's physical assets.

**SUBJECT: Evaluation Process for Registrar**

**POLICY:** The purpose of the annual evaluation is to evaluate the progress and performance of the Registrar. Job performance effectiveness and efficiency, personal qualities, professional traits and abilities and skills are considered in the evaluation.

**AUTHORITY:** The Council of Directors of the COA has one senior management position which is the Registrar, and through its Chair and Executive Committee has the authority and responsibility to administer the annual evaluation process of the Registrar.

**PROCEDURE:**

1. The Executive Committee shall have primary responsibility for conducting the evaluation. Others may be involved in the process at the discretion of the Executive Committee.
2. The Executive Committee shall be familiar with and maintain a continuous program for the improvement of the administrative performance using evaluations periodically to record specific items that merit attention
3. The Registrar shall participate in his/her evaluation and shall be provided the opportunity for self-evaluation on forms provided for that purpose.
4. Personal conferences shall be held between the Registrar and the Executive Committee to provide the following:
  - a) Common understanding of the basis for evaluation
  - b) Opportunity for submission of a self-evaluation and/or a plan for professional improvement
  - c) Copy of the evaluation to the Registrar (employee)
  - d) Information concerning the Executive Committee's recommendation(s).
5. The Registrar and the Executive Committee meet to review the Registrar's position description, performance objectives, special

Goal Setting

expectations of the Executive Committee, and the evaluation process.

6. The Registrar and Executive Committee set objectives and timelines for meeting the objectives and undertaking the evaluation process.

Executive  
Committee Observation

7. The Executive Committee shall provide the Registrar with feedback and recommendations from the evaluation.
8. A better than average performance shall be recognized by the Executive Committee through positive action. A lesser than average performance will require the Registrar to give acceptable explanation as well as initiation of prompt corrective measures.

Self Evaluation

9. The Registrar should be encouraged to identify professional development needs to evaluate themselves using the COA Employee Self Evaluation form.

Documentation

10. The Executive Committee must keep a written record and appropriate documentation of performance problems that could lead to implementation of the disciplinary process.
11. Once the Registrar and the Chairperson sign the evaluation, it is forwarded to the Executive Committee for review and comments. If a Director changes the rating on the evaluation, she/he must inform the Chairperson and the Registrar. The Registrar will have the right to comment on the new rating.
12. The Chairperson forwards the signed evaluation to the Registrar to be put into the Registrar's personnel file at the COA office.
13. Except for the copy sent to the Registrar and Executive Committee, no additional copies shall be kept or made. At each stage, the evaluation must be forwarded in a confidential manner.
14. Notwithstanding Clause 13, the Executive Committee may review the Registrar's previous evaluation from his/her personnel file provided it is relevant to a current performance evaluation.

**SUBJECT: Compensation and Benefits for Registrar**

**POLICY:** The COA will seek to establish and maintain a system of compensation and benefits that, with reasonable availability of resources, is consistent with total compensation in comparable labour markets for similar services being performed by the Registrar.

**PROCEDURES:**

1. The total compensation program offered should include:
  - a) Wage/salary, incentive pay opportunities as applicable;
  - b) A range of benefits as determined by the Registrar.
2. The COA considers the competitive market place, the relative value of each position to the COA, individual performance, qualifications, and experience when compensating the Registrar position.
4. The compensation program shall be designed to:
  - a) Enable the COA to successfully attract, develop, retain, and reward an employee for their knowledge and contributions.
  - b) To provide a competitive compensation program that will attract and retain the best qualified person for the position.
  - c) To provide compensation rewards and pay systems that motivates and recognizes excellent performance of the Registrar.
  - d) To ensure compliance with all federal and provincial laws and regulations governing pay.
5. The COA compensates employees on an equal basis without regard to race, color, sex, national origin, age, disability or veteran status. The compensation program is administered in accordance with Alberta Labour Standards, and other applicable governmental guidelines.

**SUBJECT: Policy for Volunteers**

**POLICY:** The purpose of this policy is to provide overall guidance and direction to staff and volunteers engaged in volunteer involvement and management efforts for the COA. It is intended for internal management guidance only, and does not constitute, either implicitly or explicitly, a binding contractual or personnel agreement. Volunteers are viewed as a valuable resource to COA, its staff, and its members.

**PROCEDURE:**

1. In this policy volunteers include Council members, Committee members, and special event volunteers as required.
2. Volunteer duties are established in these policies under:
  - a) Council of Directors
  - b) Chair/Vice Chair
  - c) Board Committees
3. Unless specifically stated, these policies apply to all non-elected and elected volunteers in all programs and projects undertaken for or on behalf of the ACOA.
3. A 'volunteer' is anyone who without compensation or expectation of compensation beyond reimbursement performs a task at the direction of and on behalf of the COA. A 'volunteer' must be officially accepted and enrolled by the COA prior to performance of the task. Unless specifically stated, volunteers shall not be considered as 'employees'.
4. Volunteers shall be extended the right to be given meaningful assignments, the right to be treated as equal co-workers, the right to effective supervision, the right to full involvement and participation, and the right to recognition for work done.
5. Volunteers shall agree to actively perform their duties to the best of their abilities and to remain loyal to the goals and procedures of the COA.

6. Volunteers may be utilized in all programs and activities of the COA, volunteers should not, however, be utilized to displace any paid employees from their positions.
7. The COA reserves the exclusive right to change any of these policies at any time and to expect adherence to the changed policy. Changes to or exceptions from these policies may only be granted by the Council of Directors, and must be obtained in advance and in writing.

**Policy Number: 4.5**

Effective Date: Dec 10, 2007

**Category: Personnel**

Date of Last Amendment:

**SUBJECT: Process for Human Resources Policy Development**

**POLICY:** This policy is to ensure that staff of the COA have a clear understanding of their roles as employees of the COA, and the policy and procedures for staff of the COA.

**PROCEDURE:**

1. Personnel policies may be developed by the Executive Director to be ratified by the Council of Directors
2. COA staff is to adhere to personnel policies as established in the *College of Opticians of Alberta's Staff Policy Manual*.

# APPENDICIES

**College of Opticians of Alberta**  
Reconfirmed May 7, 2000

**Code of Ethics**

It shall be the IDEAL, the RESOLVE and the DUTY of each Optician to act in accordance with the following principles:

1. I shall keep the WELFARE of my customer/patient uppermost at all times, and shall continuously enhance my educational and technical proficiency in order that my customers/patients might receive the benefits of all acknowledged improvements in ophthalmic care.
2. I shall render my services to all my customers/patients with equal diligence, respect and without discrimination.
3. I have a duty to hold in strict CONFIDENCE all information acquired in the course of the professional relationship with my customer/patient, and shall not divulge any such information unless expressly authorized by my customer/patient, or by law.
4. I shall assist in MAINTAINING the integrity of the profession, shall contribute to, and participate in its activities. I shall encourage and participate in the education of all participants in the profession.
5. I shall foster good relationships among members of the ophthalmic professions, in order to facilitate inter-professional relationships and REFERRALS for the benefit of my customer/patient.
6. I shall be professionally responsible for all services rendered by myself or under my supervision.

**College of Opticians of Alberta**  
**AGREEMENT TO CONFIDENTIALITY**

The College of Opticians of Alberta forms policy that will assure and be directed to ensure the confidentiality of in camera discussions and policy decisions.

The confidentiality of, but not limited to participating members of the College of Opticians of Alberta(COA), extend to everything developed, learnt, adopted as policy and/or procedure, and implemented in the form of information or policy remains the property of the COA, as its entity.

All information that COA participants may or does become privy to in the course of Council meetings, Committee meetings or other related business and its development must be treated as confidential. This means that:

1. COA participants or agents will not discuss confidential information except during professional interactions within the business and/or meetings of the COA.
2. Written record, documents, evaluation standards or questions, drawings, photographs, letters, papers, and any other things on which information recorded or stored by graphic, electronic, mechanical, or other means, remains the sole property of the COA, and may not be released or copied without the written consent of the Council of the COA.
3. Information taken from records, transcripts, and documents may only be used for designated assignments as specified by the COA. This information may not be used for any other purpose, specifically publishing, reproduction, or third party delivery, without the written consent of the COA.
4. COA Council members or any person may not tape or photograph any interactions during the meetings.
5. Should taping or photographs be required for designated learning and development, then officious permission must be sought from the COA majority, and from any individual involved or exposed from such.

Any breach of confidentiality will be considered a demonstration of unethical and unprofessional behavior. A breach of confidentiality will result in the COA member being dismissed from the COA Council or Committees and assure litigative consequences.

I agree to the terms of the above agreement.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date