

Governance and Nominating Committee Report for 2023 Annual General Meeting

Chair: Hitesh Pandya

Members: Jaspreet Chager, Donnie Edwards, Andrew Hamilton, Rachel Laurion

Staff Liaisons: Justin Bates and Ushma Rajdev

Ex-officio: Tim Brady

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

Under the GNC charter, its key accountabilities are:

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

Year in Review

As in previous years, the Committee focused on streamlining processes to build efficiencies as much as possible and to make appropriate recommendations for Board approval. Listed below are some of key initiatives undertaken by the GNC during this reporting period:

1. Committees / Working Groups

- **Equity Diversity and Inclusion Working Group (EDI):** OPA's Equity Diversity and Inclusion (EDI) Working Group was established in March 2021 to build on the work started in 2020 by the Diversity Task Force. As a specific extension of the EDI work stream, through sponsoring a podcast series, the Association focused on providing mental health resources and tools for members during 2022. Recognizing that EDI needs ongoing attention and resources to produce results, the Working Group's Terms of Reference have been amended and will now be made up of Association staff who have the background and demographic characteristics to serve on and contribute meaningfully to this Working Group.

- **Owners Advisory Caucus/Economics Committee:** The Owners Advisory Caucus was formed in 2022 and was intended to serve as a communication channel for material of specific interest to owners/head offices. The Caucus replaced the Owners Advisory Council which was launched in 2014. Despite attempts to improve the value proposition, with the decline in Caucus membership, it was decommissioned in September 2022. Instead, the composition of the Economics Committee was revised and strengthened resulting in the total numbers of seats on the Committee increasing from 9 to 13 members (i.e. addition of seats to achieve a balance between corporate and independent operators).

Alongside this, the Pharmacy Organization Partners Program was established. This is a membership opportunity for pharmacy operators to support and engage with the Association and the purposes of establishing the program are:

- i. To provide a forum for bi-directional communication between corporate pharmacy head offices in Ontario and the Association to discuss issues of interest/concern to their pharmacies;
- ii. To build consensus on the Association's responses to issues of interest/concern to the pharmacy sector;
- iii. To support the Association's advocacy efforts including but not limited to the work of the Economics Committee.

The Economics Committee continues to provide timely business, operational and financial perspectives to the Board, while the Association's communications strategy ensures there is targeted member communications across multiple segments (including pharmacy owners).

- **Professional Practice Committee:** Based on the continued evolution of the pharmacy profession, and a desire to more accurately reflect the composition and work of the Pharmacists' Practice Committee, the name of this committee was updated committee from the "Pharmacists Practice Committee" to the "Professional Practice Committee". Like the Economics Committee, it will be chaired by a senior staff member of the Association.

- **Centre of Pharmacy Innovation and Learning (CoPIL) Task Force:** The CoPIL Task Force has been established to guide the Board and staff of matters related to executing the Board-approved innovation strategy.

- **Software Vendors Working Group:** The Terms of Reference were revised to allow its membership to now include two (2) representatives, a primary and an alternate, from the major Pharmacy Practice Management System Software Vendors operating in Ontario. This will allow alternate representatives to join meetings from time to time as observers and to receive meeting material as part of the group distribution. The Terms of Reference do not preclude the appointment of new vendors should they be established.

- **Terms on Committees/Working Groups/Task Forces:** In view of the comprehensive process in place for the appointment of non-Board members to serve on OPA’s Committees, Working Groups and Task Forces, incumbents will not need to re-apply to serve and the terms for non-Board members will be consistent with current board terms, i.e. 2 three-year terms. However, if a non-board member is unable to or deemed to be unable to fulfill his/her duties, GNC’s authority and mandate allows for removal of members and this mechanism will continue to be preserved
- **Board / Committee appointments:** In addition to making a recommendation for the Director-at-Large positions on the Board, we also made recommendations to ensure that Board Committees were populated by members interested in serving on the committee and who possessed the competencies appropriate to the current needs and strategies of the Association.
- **Director-at-Large:** Keeping in mind the current needs and strategies of the Association, and in keeping with the directive from the Board to continuously seek and achieve optimal diversity with directors representing a range of ethnic, religious, economic, educational, gender, age, and professional perspectives, we oversaw the selection of a Director-at-Large position. Subsequent to a rigorous due diligence process culminating in an interview being conducted by Board Chair (Tim Brady) and myself, our recommendations for the Director-at-Large positions were approved by the Board.

2. Policies and Governance

Through a continuous review of policies and best practices, GNC made several recommendations for Board approval and implementation. These included:

- **Board Evaluations and Director Training:** A review of our Board evaluations was conducted and recommended that the Board Chair continue with the *in-camera* discussions to solicit input from Board directors at every board meeting, and have all Board directors participate annually in a short, written evaluation designed to provide an opportunity to address critical topics such as composition, skills and diversity, as well as evaluate efficiencies and effectiveness of board leadership.

As standard practice, orientation sessions for new directors are conducted by the Board Chair and Vice Chair as well as by members of the Senior Leadership Team including an annual board governance training. While the Association’s Board Handbook provides comprehensive information and education through the various policies, new board directors will also have the option of pairing with seasoned Board directors who will **mentor** them and help prepare them for full participation in the work of the Board.

- Amending the **Individual Director Job Description** – the Director Job Description was updated with language that reflects current trends;

- Amending the **Social Media Policy** with language that will further clarify its intent that the policy applies not only to staff and Board, but also to other Committee members, including, Working Groups, Task Forces, or any special groups established by the Association. Other clarifying language has also been added to stress that all OPA personnel (staff, Board, or Committee members) are representatives of the OPA regardless of how and when they post on social media.
- Amending the **Board Charter** to include the primary functions of the Human Resources and Compensation Committee as well as updating ambiguous language within the Charter.
- As a result of the phasing-in of the previously approved Board composition, several “housekeeping” **amendments to by-laws** were made to reflect these changes.
- **Awards:** Following a call for nominations this year, the Committee spent considerable time and effort to select Ontario Award recipients for six categories of awards which were subsequently approved by the Board.

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

Respectfully submitted,
Hitesh Pandya
Chair, Governance and Nominating Committee 2022-2023