

## Governance and Nominating Committee Report for 2024 Annual General Meeting

**Chair:** Jaspreet Chager

**Members:** Kristen Watt, Tim Brady, Gurmeet Ahluwalia, and Rachel Laurion

**Staff Liaisons:** Justin Bates

**Ex-officio:** Hitesh Pandya

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. Board Governance

- The Committee set the expectations that board meetings are mandatory in person events unless arrangements are made in advance with the Chair. It was decided that the Board will follow best practices to host a dinner the night before the four meetings per year to foster trusted conversations and dialogue. The Committee also discussed making board evaluations mandatory.

### A. Director at Large (DAL) Appointments

- The Committee recruited and appointed the vacant Pharmacy Technician position in accordance with the Bylaws that stipulate one of the DAL positions be dedicated for the Pharmacy Technician representative.
- The Committee approved the recruitment to fill the vacant DAL position and defined the search criteria and process. The Committee discussed the recruitment process for the vacant DAL position. The timing for the recruitment process is April where a job posting was distributed on INDEED and LinkedIn. The Committee discussed the current needs and gap of the current Board in terms of skill sets and determined that the following criteria be considered:
  - Specialty pharmacy perspective
  - Staff pharmacist representation
  - Board governance experience
  - Diversity
  - Someone with expertise in mental health
  - Labour relations
  - Innovation/disruption
- A robust scoring system will be used to evaluate DAL candidates and shared with the Committee. OPA staff will short list the candidates based on the scoring system and provide the top three candidates for the Chair of GNC and Chair of the Board to interview.

### B. Board Vice Chair Election

- The Committee outlined and approved the Vice Chair election process. The Vice Chair election was held and Kristen Watt was voted as the Vice Chair of the Board. The Board voted to select the from two candidates.
- The Committee updated the Vice Chair Election Policy to include language that the Vice Chair of the Board is voted in to transition to the Chair of the Board.

### **C. Board Director Terms and 2024 Elections**

- The Chair shared his concerns around the commitment of Director at Large Ms. Chartier and the low participation/attendance at meetings. A discussion was held in 2023 with Ms. Chartier regarding her commitment, and an agreement was reached. However, the Chair highlighted to the Committee that Ms. Chartier missed half of the 2023 September Board meeting and was not able to make the 2023 December Board meeting due to a family vacation. Discussion followed with unanimous agreement to ask her to resign or advance the recommendation to the Board that she be removed. In follow-up to the meeting, Ms. Chartier resigned from the Board.
- To help stagger the board terms to ensure continuity, an additional year will be added to the following Directors at Large:
  - Donnie Edwards and Saeideh Mohajer
- Four elections Districts were eligible for election this spring however three of the four Districts were won by acclamation with one election running in District P. Jaspreet Chager in District L decided not to seek a second three-year term.
  - District M (vacant and new candidates to run)
  - District L (vacant and new candidates to run)
  - District P (Janet McCutcheon as the incumbent but is shifting over to DAL)
  - District K (Andrew Hamilton as the incumbent)
- The Committee oversaw the district elections occurring in April 2024. The election notification and information was sent to members on March 22. The nomination period runs to April 5. The election campaign period ran from April 12 to May 1. The voting period was April 18 to May 1 for eligible voting members. OPA staff pulled the eligible voting list from each district and provided to Big Pulse who operated the online voting. Results for District P were validated on May 2 by CFO and Auditors.

### **D. Governance Review**

- The Committee agreed to have Richard Powers conduct the Board governance training at the December 2023 Board meeting. The Association will be undergoing a full governance review next year, including a review of the bylaws – to improve the process.
- Staff are working on modernizing the OPA membership model. The goal is to identify priority changes to implement over the next three years. An internal task force has been established to oversee the work. The themes are to simplify the membership categories, improve the payment process and website integration with Salesforce and implement a more perpetual membership model with flexible payment options (not tied to the calendar year).
- There will be the changes for the Bylaws to be compliant with ONCA changes and in 2025 a governance review to examine the election process and whether moving away from districts is the right approach. Previous work in 2018 was undertaken by a third party governance expert.

- Discussion continued on how to reform the OPA Board election process. Key things to consider to streamline the process are including but limited to the following:
  - Consider the advantages and disadvantages of moving to an appointed skills-based board or conducting a general election as opposed to districts.
  - Changing/simplifying the nominations process (i.e. need for member signatures).

## 2. **Committee Updates**

### A. **Economics Committee**

- The Committee approved a change in the Terms of Reference to remove the cap on the number of participants and set forth the requirement to review the composition annually to ensure balance of representation.

### B. **LTC Task Force**

- The Committee approved the sunseting of the LTC TF. The rationale for sunseting this is due to the market consolidation of providers and to focus on other priorities with the limited resources of the Association. Staff will continue to monitor and advocate on long term care issues affecting members.

## 3. **2024 OPA Award Recipients**

- The Awards nomination process was launched this year and the Committee examined the process. Staff to prepare recommendations to the Committee at a future meeting on how to create more objective scoring criteria, review best practices from other jurisdictions, streamline application process and consider reducing the number of Awards provided by OPA.
- **Lifetime Achievement**
  - Michael Boivin selected as the 2024 Lifetime Achievement recipient
- **Pharmacist of the Year**
  - Kenneth Chong selected as the 2024 Pharmacist of the Year
- **Bowl of Hygeia**
  - Priya Sandhu selected as the OPA 2024 nominee
- **New Practitioner of the Year**
  - Molly Yang selected as the 2024 New Practitioner of the Year
- **Exceptional Achievement in Research and Academia**
  - Mina Tadrous selected as the 2024 Exceptional Achievement in Research and Academia
- **Pharmacy Technician of the Year**
  - Gi-Gi Roberts selected as the 2024 Pharmacy Technician of the Year



- **Patient Impact Award**
  - The Committee decided not to award this in 2024 based on the nominations presented. The Committee felt that one of the applications did not provide sufficient information and the other applicant did not fully meet the criteria.
  
- **Student Distinction Award**
  - Al-Amin Ahamed selected as the 2024 Student Distinction Award recipient

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,  
Jaspreet Chager  
Chair, Governance and Nominating Committee 2023-2024