


Policy Title: BOARD POLICY DECISION PROCESS		Policy Section: IV Governance Process	Policy Number: IV-25
Approved By: Board of Directors	Date Approved: Nov. 2005	Date Reviewed/ Revised: May 4, 2006 May 29, 2009 May 7, 2012 May 15, 2017 May 12, 2022	President's Signature: 

PURPOSE

The purpose of this policy is to outline the Board's key role in and process for Board policy decision-making.

POLICY

The Board is committed to ethical, information-based, generative, strategic, transparent and equitable policy decision-making in the best interest of the beneficiaries (the public of Ontario), the ownership/careholdership (the public and registrants), and the organization.

Policy is the voice of the Board. The Board thoughtfully deliberates on issues and policy decisions. The Board is accountable for being alert to the need for new or updated policy. The Board recognizes its responsibility to conduct policy decision-making regarding organizational Ends (Critical Outcomes), Executive Limitations, Governance Processes, and the Board-CEO Relationship.

The CMLTO Board's policy decision-making process is based on:

1. Recognition that the Board actually needs to make a policy decision on the issue (i.e. that it is not an operational means issue).
2. The Board seeks out relevant information to analyze and support its policy decisions.
3. The Board uses an individual, small group, task force, or committee to prepare a discussion brief for the Board, if warranted.
4. The ownership (careholdership) will be consulted, where appropriate.
5. The Board will allot enough time and will not be rushed to make decisions without fully discussing all aspects of the policy decision and implications this may require additional board meetings or alternative meeting formats, e.g. teleconferences.
6. When making the policy decision, the Board will work to achieve consensus. Final Board decisions are made using a majority vote process.
7. All policy decisions are recorded in the meeting minutes, and the Board Policy Manual after the Board policy decision has been made.

The following process for decision-making (outlined in Appendix 1) will be generally followed by the Board.

Appendix 1: Board Policy Decision Process - Flowchart

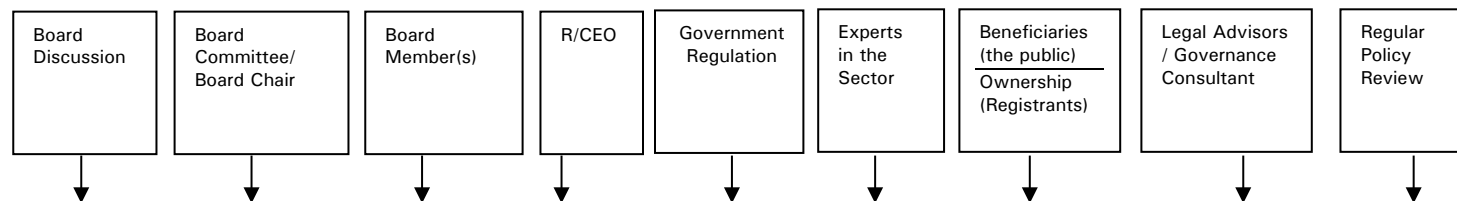
APPENDIX 1

BOARD POLICY DECISION PROCESS - FLOWCHART

NEED A NEW BOARD POLICY

The Board identifies an issue that the Board may need to speak to through a policy decision – i.e. develop a policy/position on something. Many sources will raise issues that the Board may have to consider through a policy decision. The majority of Board decisions will be policy decisions and it is recognized by Board that 60 to 70% of the Board activity will be focused on informing Board policy decisions and making policy decisions.

Identification of the need for a new Board Policy/Board Decision can come from several sources.



Possible sources to identify a need for a Board decision

"The Board determines if the Board really needs to "speak" through policy on the matter– is a Board policy decision really necessary or is it an operational means issue?"

If yes, a policy is needed. Input may be sought from...



COLLECTING INFORMATION AND INFORMING THE BOARD OF OPTIONS

The Board may identify an individual, small group, Task Force, or Board Committee to prepare a discussion brief for the Board's consideration (what, where, why, policy options, implications, etc.)

FULL BOARD DISCUSSION

A full Board discussion will be organized aimed at exploring the policy issue, creating consensus and a policy decision. Respectful inquiry and discussion of diverse perspectives is considered useful to assist the Board with arriving at the best possible decision. The discussion will involve:

- What is the philosophy, value, or End which the Board is addressing through the policy discussion?
- Has the Board considered all the voices and perspectives needed which are relevant to the decision?
- Are there any broader issues of policy which are required to put this policy discussion in context?
- Has the Board tested the policy through the lenses of the impact on public protection, equity, and diversity, and assessment of unintended consequences?
- Can the Board live with an operational decision made within any reasonable interpretation of this policy?

BOARD POLICY DECISIONS APPROVED AND ARTICULATED

The Board makes its decision which will be clearly articulated as a Board Policy. Once it is approved, it will be recorded in the Board Policy Manual which contains CMLTO's governance policies and the policy decisions are communicated as appropriate.

DELEGATED FOR ACTION

The Board specifies whether the Board or Management action is required (this depends on the type of policy decision).

MONITORING POLICY COMPLIANCE AND ACHIEVEMENT

Policies are monitored for compliance and achievement through R/CEO Monitoring Reports (Ends and Executive Limitations Policies) and / or through Board self-evaluation (Governance Process and Board-CEO Relationship Policies). Required actions are addressed and pursued.