Governance in Practice:

An Assessment of Board Effectiveness for the College of Psychologists and Behaviour Analysts of Ontario

May 20, 2026

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Executive Summary

Intro

As part of its commitment to continuous quality improvement, and in alignment with the Ontario Ministry of Health's *College Performance Measurement Framework* standards, the College of Psychologists and Behaviour Analysts of Ontario (CPBAO, College) engaged an external consultant (the author) to conduct an independent third-party assessment of its Board effectiveness.

The review was conducted from January to April 2026 and covered a full annual cycle of Board meetings, ending in March 2026. Interviews were conducted with Board members and members of the College's Senior Management Team. The assessment included the review of a significant number of documents and the observation of two meetings (December 2025 and March 2026).

Notably during this period, the issue of *Registration Modernization* was considered by the Board. This item involved proposed changes to registration requirements and had, among other impacts, professional title implications. The long-standing issue was made urgent by the Office of the Fairness Commissioner via a second consecutive moderate-to-high risk rating with respect to the fairness of CPBAO's registration process.

Key Findings

Overall, the Board demonstrates many positive governance attributes:

- meetings are well chaired,
- decorum is professional and respectful,
- transparency practices are strong,
- constructive steps have been taken to strengthen Board composition,
- the College has sound organizational risk management processes in place,
- a well-established approach to leadership succession and a robust performance evaluation process are in place, and
- the Board has instituted practices to support effectiveness improvement.

At the same time, the review identified several important opportunities for improvement:

- role clarity requires strengthening, particularly with respect to the Board's corporate governance responsibilities and the distinction between serving the public interest and representing registrant perspectives,
- decision-support materials are not consistently balanced or sufficiently comprehensive for complex matters,
- the Board's engagement in strategy and risk oversight is reactive rather than deliberate,
- there is insufficient reflection by the Board on its performance in decision-making, and,

- recent contentious decisions have exposed strains in trust, cohesion, and confidence.

Key Recommendations

The assessment identified several opportunities to strengthen Board effectiveness. The recommendations presented below reflect those areas where focused attention is likely to yield the most meaningful and mutually reinforcing impact.

The following five themes summarize the primary recommendations for the Board's consideration:

1. **Public Interest Focus:** Re-center the Board's focus on its purpose as a regulator. This includes strengthening the public interest consideration and ensuring it is consistently applied during deliberation. Be aware of impacts on registrants, but guard against the encroachment of professional interests during Board deliberations.
2. **Role Clarity & Performance:** Enhance governance performance through robust, regulatory-focused training for all directors. Commit to the fulfilment of the corporate governance role – specifically by engaging more deeply in strategy and risk discussions rather than deferring oversight to committees.
3. **Evidence-Informed Decision-Making:** Prioritize the utilization of balanced data, expert advice, and professional judgment in the decision-making process. Ensure you have the information necessary to navigate complex regulatory issues.
4. **Strengthened Record-Keeping:** Enhance meeting minutes to capture the "why" behind decisions. Detailed documentation of principal arguments and rationales will improve transparency, satisfy legal requirements, and preserve institutional memory.
5. **Continuous Quality Improvement:** Continue building and expanding on the important work of continuous improvement. Have deliberate reflection on your performance as a Board.

Closing

Inviting scrutiny into an organization's practices, processes, and behaviour is never easy — doing so during a period of turbulence takes genuine courage. In requesting this assessment, the Board demonstrated a commitment to the culture of humility and growth mindset that anchors its strategic direction.

I encountered in the Board and leadership a group of dedicated, caring individuals eager to serve the public interest and willing to engage honestly in the spirit of continuous improvement. I found good governance practices already in place, with work underway to implement others. Where opportunities for improvement have been identified, the path forward need not be daunting — it requires focus and commitment, but meaningful improvements will be felt quickly. The genuine desire expressed by directors to strengthen relationships and engage constructively with one another and with staff is encouraging and should be nurtured.

Introduction and Background

1. Purpose of assessment

Following the Ontario Ministry of Health's 2020 implementation of the *College Performance Measurement Framework* (CPMF), Ontario's health regulatory colleges must regularly assess their performance and effectiveness. The CPMF sets out seven measurement domains, along with standards for each that colleges are expected to meet. The *Governance* domain includes the expectation that a college will engage an independent third-party to assess its Council (Board) effectiveness every three years at a minimum.

The College of Psychologists and Behaviour Analysts of Ontario's (CPBAO, College) purpose for requesting this evaluation is driven by a desire to improve its governance and Board effectiveness, while also meeting the standards set out in the CPMF.

2. Approach

The CPMF does not define *Council effectiveness*. Some interpretation by colleges and independent reviewers is therefore required. While it is generally understood a comprehensive governance review is not expected, for the evaluation to be beneficial and truly improve governance practices and behaviours, it should not be a "box-checking" exercise meant simply to satisfy the Ministry. The College is looking for meaningful feedback and aspires to improve its governance practices. In fact, prior to the launch of this engagement, it began implementing changes toward this end.

McKinsey & Company research indicates that ***more effective corporate boards prioritize strategy, performance, talent management, and risk oversight over simple compliance.*** Effectiveness in the boardroom is rooted in universal principles, whether the entity is corporate or regulatory. The proposed and accepted approach for this evaluation therefore reflects these core principles and is focused on the following areas:

- strategy,
- performance: meetings, materials, and Board decision-making,
- talent management: Board and leadership,
- risk oversight, and
- transparency and accountability.

This outline suggests a clear delineation of each of these areas, and I have indeed tried to present them in distinct sections (and subsections). The reality is they are not so easily compartmentalized – their performance is often interrelated. Consideration of the collective performance in these areas remains the objective.

Where this report speaks to Board performance, it does so with the understanding that governance and leadership are interdependent. A high-functioning board requires more than sound process and engaged directors — it requires a productive, well-aligned partnership with the organization's leadership. Both sides of that relationship are reflected in the observations and assessments that follow. References to leadership are generally intended to include Senior Management Team members.

3. Context

Research and data gathering activities were carried out between January 9 and April 24, 2026, and cover the period from March 21, 2025, to March 27, 2026. During this period, the Board was asked to approve significant regulatory amendments relating to registration requirements (referred to as *Registration Modernization* in College documentation).

Consideration of the requested amendments proved challenging for the Board, leading to sometimes uncomfortable Board discussions. These events were still fresh in the minds of Board members and leadership during the information gathering phase, occupying a perhaps disproportional amount of space.

Assessments of this type are usually and appropriately a snapshot in time. Fair assessments of Board effectiveness, however, are not based on singular events, and to maintain objectivity, must consider practices and behaviours over a period. How a board reacts to and functions through challenging events, however, can provide valuable insight. A system under pressure will reveal its weaknesses. The insights gained should be used to strengthen that system.

A key principle in the CPBAO's current strategic direction is to *cultivate a College culture of humility grounded in a growth mindset*. The Board's decision to engage in this evaluation aligns with this principle. The evaluation findings are being presented, and I am confident will be received by the Board, in this very spirit.

Findings and Assessments

1. Strategy

1.1 Clarity of Purpose and Strategy

The Board's purpose with respect to upholding the College's duty to serve and protect the public interest is universally understood by directors. Some uncertainty around exactly what that public interest represents understandably exists for a few directors. The Board's understanding of the broader purpose with respect to providing strong governance to the College is less obvious.

For most directors, the College's strategy direction is relatively clear.

1.2 Board's Engagement in Strategy

The College's strategy is presented as *an ecological model that will focus on four interrelated priorities*. Beyond these four broad themes, clear goals, objectives, and performance measures have not been defined.

The review of meeting materials provided to directors over the past year pointed to agendas weighted more heavily towards compliance and oversight than towards strategy and the future. However, some policy adoptions and amendments support a strategic and forward-looking approach.

Most agenda items are linked to one or more of the four strategic themes they propose to support (e.g., *S3 - Innovation in Regulation*). Each meeting agenda also contains a section titled *Strategic Issues*. It contains the single item of *Strategic Direction Implementation: Chart Update*, which, as its name implies, is an update to the Board relative to completed, in progress, or proposed activities that are deemed to support one or more of the four themes. Five minutes, allocated near the end of each meeting, are insufficient for meaningful strategic discussion.

No evidence of more deliberate engagement in strategy discussions by the Board was found, an observation confirmed by directors.

The Board and leadership recognize that recent years have warranted a focus on internal consolidation and foundational work. Leadership expresses a desire to move toward more proactive and forward-looking engagement on strategy.

<u>Assessment:</u>

- The Board's engagement with strategy can best be described as reactive and *ad hoc*. It responds mostly to leadership's tabling of issues and to events as they arise.

2. Performance: Meetings, Materials, and Decision-Making

2.1 Meetings

2.1.1 Frequency, length, type

The CPBAO Board holds regular meetings four times a year, two in person and two virtually. The in-person meetings allow directors to participate remotely if needed. Meetings are scheduled as full-day events but often end quite early. The Board also participates in biannual full-day education sessions, scheduled on the day prior to in-person meetings.

The convenience of virtual meetings is favored by some directors; others prefer the improved opportunity for relationship and cohesion building provided by in-person meetings. Improved meeting dynamics and dialogue were cited as other benefits of in-person meetings.

The observed virtual meeting required critical Board decisions and the discussion was predictably challenging. As such, conducting this meeting in-person may have been preferable.

2.1.2 Meeting management, dynamics, and decorum

Chairing has been a positive factor for this Board, as reported by directors and as observed of two different leaders. Chairs promote discussion, provide a safe space for divergent opinions, and are efficient and organized.

Chairs do well in allowing directors who want to speak the opportunity to do so. Drawing out the perspectives of quieter directors could be improved but can be challenging with a large Board. Nonetheless, doing so will help strengthen director engagement and confidence, expand perspectives considered, and build team cohesion.

There is perhaps undue focus on meeting efficiency, at times limiting the opportunity for adequate exploration of issues. The Board will be better served by slowing proceedings down and viewing agenda time allotments as a recommendation, not a rule. Several directors expressed a desire to have deeper, more fulsome discussions on important issues such as those visited during the last year, even if that requires longer or more frequent meetings.

> *"Things move fast. There's not enough time to understand an issue, which makes it hard to ask questions. We don't know what we don't know."*

Directors also have a responsibility to voice their concerns about the speed of proceedings and its impact on their ability to adequately explore and consider an issue. They should do so directly in the meeting if possible but alternatively can share their concerns with the Chair during a break or post-meeting. They should also provide feedback via post-meeting surveys (as some have).

Reported and observed meeting dynamics and decorum are generally positive. The meeting atmosphere is professional, polite, collaborative and respectful. Even during the tense public discussions I witnessed, professionalism and politeness prevailed.

It was noted that group size and meeting structures pose challenges in building strong relationships, but a strong majority of directors felt that relationships and cohesion amongst directors, and between the Board and the Registrar & CEO, were positive and respectful prior to the September and December 2025 meetings.

High levels of trust, strong teamwork and constructive engagement are oft cited characteristics of highly effective boards. Conversely, the absence of any of these negatively impacts performance.

Unsurprisingly, trust and cohesion have been impacted, at least in part because of some difficult meetings. Rebuilding this trust and cohesion so that the Board and leadership can work as a team for the public good is critical.

The contentious nature of the virtual meeting in December 2025 would have proven particularly challenging for any volunteer chair. The Chair allowed for reasonable discussion of issues and perspectives and navigated as deftly as could be expected through a plethora of procedural challenges, including relating to decisions from a previous meeting, all under the scrutiny of over 1000 registrants.

The frequency and nature of the procedural challenges were concerning. The use of procedural rules to attempt to block or reverse the apparent will of the majority is an abuse of process and is not conducive to constructive navigation of complex Board decisions.

A bit of foresight may have suggested the presence of an expert in parliamentary process was warranted. One was present at the following meeting.

The *Regulated Health Professions Act* (RHPA) requires that college Board meetings be open to the public to increase the transparency of a college's actions. The December 2025 Board meeting was attended by over 1000 people, in all probability mostly registrants and stakeholders opposed to the changes proposed. I learned that Directors and leadership were subjected to angry vitriol by "professionals" as a result of comments made or positions supported.

Transparency has a cost, and in this case, that cost may be the sense of safety previously held by directors in sharing or supporting perspectives which are disliked by registrants. Some directors admitted that these actions have dampened their willingness to share what may be unpopular perspectives. This is concerning.

2.1.3 Staff role

The role played by office staff during Board meetings is generally seen and was observed as positive and appropriate. Staff provide support to the Board during meetings, presenting agenda items as needed, providing clarification on matters at hand, and helping fill gaps in understanding.

Assessment:

- The current schedule and balance between virtual and in-person meetings appear a reasonable approach, considerate of resources and the importance of connection. Consideration should be given to agendas in advance to determine if meeting in person may be preferable.
- Meetings are well chaired, and decorum is professional and courteous. Meeting efficiency focus is impacting engagement and issue consideration.
- Albeit based on a small sample size, my observations suggest there is, at least presently, room for improvement in the areas of trust, teamwork and constructive collaboration.

2.2 Meeting Materials

2.2.1 Agenda

As is common practice, Board meeting agendas are constructed by leadership, with input from the Chair. They are subsequently vetted by the Executive Committee (EC). Directors are not solicited for agenda items prior to meetings.

Each item is appropriately labeled as being for decision, discussion, or information, and most are tagged with one or more strategic direction they support (e.g., *S3 - Innovation in Regulation*). Time allotments are provided for agenda items, or sometimes for sections, which are also titled with the high-level topic area (e.g., *POLICY ISSUES*).

Agendas reflect the Board's mandate and role; however, they may not fully capture pertinent matters requiring Board attention, as discussed throughout the report.

The Board makes appropriate use of a consent agenda in which are included Committee reports, the Chair's report, the Registrar & CEO's report, and other informational pieces. Meeting minutes and the action list could also be included in the consent agenda when no discussion is needed.

2.2.2 Reporting

Meeting minutes are sparse. They capture items for decision with brief descriptions. On occasion, comments from the Chair are included. Motions are captured, along with the name of the mover and vote results. Alternate viewpoints, discussion themes, and decision rationale are not captured.

> *Meeting minutes are important in documenting and reporting on the scope and practice of governance around the board table and serve as a legal record of an organization's deliberations.*
>
> ...
>
> *The minutes should capture enough of what was said to provide general sense of what was discussed. Minutes should reflect something of the thoroughness of discussions, questions asked, pros and cons considered as well as the decisions made.*[1]

Considering its duty to act in the public interest, capturing principal arguments for and against motions provides transparency and assurance that risks and benefits are adequately considered in decision making. This helps build a better understanding of the Board's role and public trust.

Committee reports, including the EC's, are very business-like, reporting on activity since the last report. Some committees/reports provide rationales to support recommendations (on policies, for example), others refer instead to the briefing notes.

The *Equity, Diversity, and Inclusion Working Group* provides information on planned future work but is unique in this practice. The December 2025 report from the *Governance and Nominations Committee* reported reviewing its annual plan for 2025-2026, but that plan was not presented to the Board for information, input, or approval. In fact, review of Board books for a full year did not detect any work plans for any committee.

[1] MacDonald, E. Grant *A Guide to Great Board Minutes*, https://www.governinggood.ca/wp-content/uploads/2013/07/A-Guide-To-Great-Board-Minutes.pdf

Finance and Audit Committee (FAC) reports are notably sparse, providing minimal information on past financial performance or future needs and opportunities beyond noting *that the College continues to operate on a sound financial basis*. From a governance perspective, the Board may not be receiving or requesting sufficient financial information to adequately fulfil its financial fiduciary duty. There appears to be a significant level of deference to the FAC and the EC in these matters.

EC reports are equally sparse, providing limited insight into the matters addressed. For instance, in its March 2026 report, the EC noted it *reviewed disputes to the Governance and Nominations Committee candidate decisions*, without noting the nature of the disputes, nor the outcome of the review. As a newly Board-established process performed by a newly Board-established committee, it seems a missed opportunity to provide assurance to the Board that both are functioning as intended, and to seek feedback on potential improvements. I observed no questions from the Board concerning this matter.

Positively, the Board is provided with annual committee and Board reports which provide a review of committee and Board activity throughout the year, as well as data and statistics relevant to committee work as applicable.

As described in subsection 1.1, while the College has identified four broad strategic priorities, it has yet to outline clear objectives and the specific actions required to achieve them. This makes reporting on progress challenging.

That said, the College has recently introduced the use of four *Key Performance Indicators* (KPIs) which align with statutory obligations and relate mostly to operations. Otherwise, the Board receives a quarterly report of activities recently completed and in progress that demonstrate how the College's work supports the established strategic direction.

2.2.3 Decisional support

Briefing notes (BNs) serve a specific and important purpose: to give directors the information they need to make well-informed decisions, consistent with the college's strategy, mandate, and *duty to serve and protect the public interest*.

Because they are designed to be concise and readable, BNs cannot capture everything — nor should they. Supporting data, technical detail, and background material belong in supplemental documentation, clearly labeled and explicitly referenced in the BN so directors can readily locate what they need if they wish or need to go deeper.

Approaches may vary, but effective BNs usually provide:

- a clear statement of purpose and the decision required, including its relevance to strategy, mandate, and the public interest,
- a proposed unambiguous motion,
- a concise summary of the issue, including relevant context and background,
- an objective analysis of available options that considers:
  - pros and cons of each,
  - financial and resource implications,
  - public and organizational risks and mitigation strategies,
  - stakeholder impacts and any relevant consultation undertaken,
  - a balanced view of key considerations, data, and evidence pertinent to the decision,
- a clear recommendation from leadership, with rationale, and
- proposed next steps.

College Board materials are generally well structured, aligning to a large degree with key components outlined above. BNs introducing uncomplicated matters such as policy approvals or amendments were generally clear, well written, and supported by straightforward rationales. Committee involvement in reviewing these issues is often confirmed via Committee reports or directly within the BN.

BNs for other relatively simple items show gaps. A recent by-law update proposal concerning liability insurance coverage requirements for registrants included no analysis of appropriate insurance coverage for psychologists or behaviour analysts – and none was requested by the Board. No legal or insurer advice was provided, nor was any data on the range of damages sought and awarded in previous litigation. It is unclear whether a committee was involved in a primary review of this issue.

BNs for complex issues show concerning gaps, at times lacking balanced analyses of options, thorough consideration of all risks, and well-structured presentation of data in support of recommendations. Consideration of the public interest is sometimes unidimensional, as is risk evaluation. It is unclear whether committees are involved in a primary review of complex issues such as *Registration Modernization*.

Director feedback indicates most were generally satisfied with meeting packages until these complex issues were presented. Half of interviewees now feel an opportunity for improvement in this area.

Assessment:

- Agendas are generally well constructed and linked to the College's strategic direction. Providing directors the opportunity to propose items ahead of a meeting should be considered.

- Meeting minutes do not reflect the practice outlined in Keesey's *Modern Parliamentary Procedure*, nor do they document and demonstrate the thoroughness of the Board's governance work.
- The Board receives and requests insufficient information from committees to effectively carry out its oversight duties.
- Information presented to the Board via briefing notes is inconsistent and at times lacks thorough and balanced analyses necessary for informed decisions. While identified to me by individual directors, no attempt to collectively address this shortcoming was observed during meetings.

2.3 Decision-Making Process

2.3.1 Diversity of Viewpoints

As goes Board member diversity (addressed in subsection 3.1.1), so too will often go viewpoint diversity. The recent addition of Registered Behaviour Analysts (RBAs) as voting directors was noted by several directors as a positive in expanding the range of perspectives. Some perspectives felt by Directors to be specifically missing include those of younger practitioners and of practitioners serving northern communities.

2.3.2 Role performance

Challenges in role clarity (subsection 3.3) inevitably lead to performance issues.

Information and data often required by boards in the fulfillment of their fiduciary duties are not provided to nor seemingly requested by this Board. This is illustrated by the scant financial performance information shared with the Board.

As noted in subsection 2.2.2, there exists a high level of deference to the EC and to the FAC on financial matters, to the extent that statements of satisfaction concerning the explanations of budget variances and the sound management of finances by leadership appear sufficient to the Board. At the March 2026 meeting, an expense line was reported to be underspent by ~$58,000 (of a total YTD budget of ~$108,000). No questions were raised.

The Board's engagement in strategy (subsection 1.2) and in risk oversight (subsection 4.2) are *ad hoc* and reactive.

Without suggesting the Board perform or repeat the work of committees and leadership, it holds ultimate responsibility for organizational health, including finances, strategy, and performance; it must therefore assure itself that it possesses the information necessary in the exercise of its oversight responsibilities with confidence and in good conscience.

The Board's engagement with financial management questions at its March 2026 meeting was welcomed; sustained and deeper probing in this area is appropriate.

2.3.3 Focus on the public interest

While serving the public interest was a recurring theme with all directors, comments pertaining to the Board's role including "representing registrants and the public" and about failures of the Board for "not listening to our members" raise concern about professional advocacy at the Board table. The observation of two meetings confirms focus on the public interest is not unwavering.

In the previously cited liability insurance by-law update example, total deliberation by the Board was short, lasting six minutes. The first five, which included leadership responses, were preoccupied solely with the potential financial burden on registrants. After a reminder by a public Board member of the *Public Interest Rationale* provided in the BN, the issue was promptly resolved.

Role confusion in professional regulatory governance persists, even among well-trained directors. A meaningful opportunity exists to address this directly — particularly the misunderstanding that directors serve a representative function, and the conflation of two distinct constituencies: the public in the broad sense, meaning non-registrant citizens, and registrants themselves, who are sometimes loosely and mistakenly referred to as the public but who stand in a fundamentally different relationship to the Board.

2.3.4 Public and registrant engagement and perspectives

The Board obtains public and registrant perspectives important to their deliberations mainly via its directors. The College consults its registrants only as required by legislation, such as when proposing regulatory amendments. Outside its ability to consult registrants directly, the College has no established process for broader consultation of the non-professional public.

This is not unusual. The expectation is that directors appointed by the *Lieutenant Governor in Council* will bring the voice of the Ontario citizens to Board deliberations. Some Ontario regulatory health colleges seek broader input from the *Citizen Advisory Group* (CAG). The CAG website lists the CPBAO as a partner.

The College's lone observed consultation generated substantial feedback, with over 7,000 responses. The closing of the consultation period created challenges in conducting a full and comprehensive analysis, and in directors' ability to review and consider.

That said, the data and summary of the feedback received by the Board were likely very representative of the entirety of responses. Several letters received via consultation were also shared with directors. Responses received were overwhelmingly against the proposed changes.

Reported respondent statistics point to 60% of responses coming from "members of the public" but were undoubtedly generated by registrants and stakeholders in a focused advocacy campaign.

2.3.5 Application of *Right Touch Regulation* principles

The CPBAO has made the incorporation of *Right Touch Regulation* (RTR) principles an objective in its regulatory modernization efforts. The Board participated in training in this area in March 2024.

RTR, or a "right touch" approach, is often cited in Board BNs, and several directors speak to consistent and genuine efforts to consider and apply these principles in the Board's decision-making. Full and consistent understanding of the principles appears to be lacking.

Some directors speak of inconsistent and sometimes incomplete application of RTR principles. My observation aligns with this sentiment. RTR considerations are frequently focused on a single facet of risk or public interest benefit which aligns with the proposed course of action. Consideration of *unwanted side effects*[2] at times appears secondary to the exercise.

2.3.6 Deliberations and voting

Trust was a recurring theme in directors' reflections on Board decision-making, with most expressing strong confidence in leadership's presentation of information on issues before the Board. Several directors noted, however, that this trust borders on overreliance and a tendency to accept leadership recommendations with minimal scrutiny.

Directors express having had a high level of confidence in the Board's decision-making process until recently. That confidence has decreased but is still relatively high for most directors.

Most directors make no secret of the influence recent meetings have had on these reflections and on their recognition that complete and balanced information is not always considered in making decisions.

[2] Right-touch regulation, PSA Corporate report , P.16

The Board's trust in leadership is natural and necessary. It must not, however, become a substitute for independent judgment. The Board has a responsibility to examine issues broadly, consider information critically, and be deliberate in identifying and acquiring the decision support it needs.

The recent consideration of *Registration Modernization* proposals proved particularly challenging for the Board – understandably so. The proposed changes were driven, to a large degree, by Ontario's *Office of the Fairness Commissioner* (OFC). Directors knew of the potential consequences of non-compliance. In fact, several spoke to the inevitability of the decision before them. Such a backdrop is not conducive to critical analysis and independent judgment.

The seeming urgency of the decision was also noted by several directors. Resolution of the issue at this meeting appeared a priority, and what some felt to be legitimate concerns, including some expressed in consultation feedback, were left unaddressed. Yet the votes proceeded with few abstentions.

It is important to note that this consultation feedback, although ambiguously presented as from the public, was almost certainly generated by registrants and other stakeholders opposed to the proposed changes. This was used by some in defending an alternate view of the "public" interest.

The numerous procedural challenges at times served to create confusion about what was being decided. One director noted, during the meeting, that their abstention *indicates I'm lost so abstaining is the only possible vote for me*. No effort was observed to clarify this confusion.

Notwithstanding these challenges, directors had the opportunity to voice their perspectives, ask questions, and broadly debate various aspects of the proposal. The Board entertained and considered dissent and ultimately chose a course of action amended from that proposed; all under very unusual circumstances. A few directors rated this meeting a success and a good litmus test for the Board.

Assessment:

- As for subsection 3.1: recent governance changes are positive and should prove impactful with respect to diversity of viewpoints.
- The lack of role clarity (subsection 3.3) directly impacts the Board's performance.
- Directors understand that the promotion and protection of the public interest are to be the primary drivers of decisions, yet this consideration was observed to waver.
- In one notable instance, the Board proceeded to a decision despite acknowledged confusion and the admission by several directors after the fact that the information before them was insufficient.

- Observed Board deliberation was broad, entertaining divergent viewpoints and ultimately leading to the choice of a course of action differing somewhat from that recommended.

3. Talent Management: Board and Leadership

3.1 Board Composition and Selection Process

3.1.1 Board composition

The College's Board has 19 members: eight elected registrant directors, eight public directors appointed by the Lieutenant Governor in Council, and three Academic directors appointed by the Board's Executive Committee. This is a large board, in a time when the trend is towards smaller, more nimble boards. Some directors spoke about challenges tied to Board size, including, among others:

- the need for increased formality,
- impact on group relationships and cohesion, and
- reduced opportunity for deep discussion.

The College has recently amended its by-laws to reduce its Board size, but is constrained by the *Regulated Health Professions Act*, which sets minimums for the numbers of elected registrants, appointed public members, and directors from education programs (academic directors).

3.1.2 Selection process

By-law amendments also re-instituted a Governance and Nominations Committee (GNC) which will be responsible for vetting candidates to ensure they possess the skills, expertise and attributes the Board seeks, as set out in the newly adopted *Board and Committees Competency and Suitability Profile* (Board Profile). While geographical diversity is important in a province like Ontario, this process is an improvement over geography-based elections. The use of a skills, competency and attributes matrix is good governance practice, as is the existing requirement to complete a Board Orientation Program for qualification as a candidate.

Feedback on new processes such as this should be seen as an early opportunity for improvement. For instance, clear communication to non-nominated candidates regarding the reasons for denial may help guide their development paths. This would also provide greater transparency in the process. I would also encourage the Board to consider including non-Board registrants on the GNC to broaden its perspectives and avoid the perception, and genuine risk, of bias towards like-minded candidates.

The newly adopted Board Profile proposes that the College's *Board and Committees should reflect the diversity of Ontario, and of the psychology and the ABA professions*. Board members highlighted recent improvements in this area and also noted the Board still lacks important diversity, which my observations support. With the inception of its new process, I anticipate this area to improve with respect to elected Board members. It would also be appropriate for the Board to share this desired attribute with the office of the Lieutenant Governor in Council when requesting public member appointments.

<u>Assessment</u>:

- The adoption of a competency-based election process and the Board orientation requirement are good governance practices which will serve to strengthen the Board.

3.2 Board Orientation, Onboarding, and Training

3.2.1 Orientation and onboarding

Of the 18 Board members I spoke to, only four felt the orientation and onboarding process adequately prepared them for their Board service. Fourteen volunteered or responded that they had received minimal or no governance training, neither during initial onboarding nor during biannual training, and several suggested this was an area for improvement.

> *"I originally wasn't clear on my role. I only found my voice 18 months in!"*

My review of both the pre-election modules and the orientation materials suggest there is significant room for improvement in this area. I did not observe any orientation session. My findings under subsection *3.3 Role Clarity* further support this.

3.2.2 Training

Comments regarding the biannual education conducted by the College were generally more positive. Many directors felt the issue-specific, targeted sessions aligned well with upcoming agenda discussions. I commend the efforts of the College to provide additional contextual information for important decisions.

This endorsement was not universal amongst directors, however. Several feel an imbalance exists in how issues are presented. They suggest exploring a greater range of approaches, options, and opinions would better support their understanding of issues.

Assessment:

- There is considerable opportunity for improvement in the Board orientation and onboarding process, including the addition of strong governance training.
- The biannual sessions, while relevant and informative, appear more educational than formative. Ongoing Board development, including in governance, will strengthen Board performance.

3.3 Role Clarity

Only one third of directors provided responses that made me confident the Board's role was well or fully understood, especially as it pertains to *manag[ing] and administer[ing] [the College's] affairs*, as required by the RHPA.

The Board recently approved the new *Role and Responsibilities of Board of Directors* policy, an important component in supporting role clarity. The policy combines the roles and responsibilities of board in the *Policy Statement* with the roles and responsibilities of directors under the *Procedure* section. This policy statement may instead create confusion, conflating the roles of the Board with that of the College.

Further, the roles and responsibilities of directors, and of the Board, are simplified such that the responsibility of governing the College as a body corporate may not be clear to directors with no governance experience. I would encourage the College to consider separating the roles and responsibilities of the Board and of directors into distinct sections (or policies) and strengthening both.

Assessment:

- Role clarity is lacking, with respect to the Board and to directors. This shortcoming directly impacts Board performance.

**Note: While a section on Governance Policies is not included, the College's* Policy and Procedure Manual *was reviewed. Notwithstanding a few specific items addressed in the report, I felt the manual was generally well-assembled, comprehensive and clearly written. I understand this to be an area of focus for the College. The Board has recently adopted changes to its* Conflict of Interest Policy *which serve to increase transparency.*

3.4 Leadership Performance and Succession Management

3.4.1 Leadership performance evaluations

A robust process for the Registrar & CEO's annual performance and compensation review has been established and defined in policy. The evaluation is mostly conducted by the EC, with the Chair as the point person. The outlined process rightly allows for Registrar & CEO input on both the previous year's accomplishments and future year's objectives. EC leadership in this process is appropriate; however, the Board may wish to seek director input earlier in the process.

3.4.2 Leadership succession planning
The Board has a well-defined *Succession Plan for the Position of Registrar & CEO* policy which includes provisions for both temporary and permanent leadership changes. It is reviewed regularly.

Assessment:

- The Board's established policies and processes addressing Registrar & CEO succession and performance evaluation are well defined, clear, and appropriate.

4. Risk Oversight

4.1 College Risk Management

The College has a structured *Integrated Risk Management* (IRM) *Plan*, based on tools available through the *Healthcare Insurance Reciprocal of Canada* (HIROC). The IRM plan is supported by a detailed risk register which focuses on three principal risk categories:

- risks to the office/staff,
- risks to the College, and
- risks to the public.

Risks are rated for potential impact, likelihood, and risk level, gaps identified, and mitigation strategies (controls) provided or identified for development. The register is reviewed and assessed annually by leadership.

4.2 Board Oversight

An IRM summary report is shared with the Board annually. It includes brief descriptions of new risks identified. For one of two new risks identified in the reviewed report, a mitigation approach was provided. The report also provides a list of risks considered to be "closed". Otherwise, the report contains only a total number of "open" risks in each of eight broad categories and three risk levels.

The risk management process is driven entirely by College leadership. The Board sees only the very summary report annually. Neither the Board nor any committee is involved in ensuring risks have been properly and fully identified and neither is engaged in risk evaluation. The Board's role in monitoring the implementation of mitigation strategies is unclear. In the College's *Policy and Procedure Manual*, IRM is listed under the *Operational, Administrative* section heading.

4.3 Issue-Specific Risk Identification

Subsection 2.2.3 (*Decisional support*) speaks to unidimensional risk evaluation in the decision-making process. The Board at times fails to consider all potential risks, when deliberating on decisions, including the critical risk of patient harm, as discussed in subsection 2.3 (*Decision-making*).

Assessment:

- The College's organizational risk management processes appear sound; however, the Board is not providing adequate oversight in this area.
- There exists an opportunity to consider risk more broadly and critically during issue-specific deliberations, even if simply to demonstrate that risks (such as that of harm to patients) have been considered and assessed to be minimal.

5. Transparency and Accountability

5.1 Publicly Available Information

The College's website clearly explains the College's role in governing the professions of psychology and behaviour analysis and its mandate of public interest protection. A brief description of how it carries out these responsibilities is given. Lists of Board and committee members are provided.

In compliance with the RHPA, College Board meetings are open to the public (via live online streaming), reasonable notice of which is provided. Meeting materials provided to directors are made available on the College's website, including meeting minutes once approved. Full Board meeting materials dating back to 2016 are available on the website.

CPMF reports submitted to the Ontario Ministry of Health since the framework was introduced in 2020 are available on the College's website, as are the College's *Annual Reports* since 2004 and *Fair Registration Practices* reports since 2008.

Information meant for the general public is easily accessible via the *Public* tab on the College's website. A significant amount of useful information is clearly laid out, including the process for filing a complaint and a description of what types of concerns the College can address.

A schedule of upcoming pre-hearings and hearings is posted. Both list the names of professionals to appear before the Discipline Committee and the allegations levied against them. For hearings, the date(s) and time(s) are posted, along with a link to access online proceedings.

Access to decisions of completed hearings is less obvious. Most recent decisions are posted in the *News* section of the website. Older decisions can be found via the *Public*

Register only if the name of the registrant is known. It is not clear how long decisions remain on a registrant's public register profile.

Important information regarding the funding for therapy for victims of sexual abuse is also available via the *Public* portion of the website and includes a helpful FAQ section.

There exists a plethora of information and resources for registrants and potential applicants, including professional practice FAQs, standards of professional conduct, quality assurance program information, information regarding application for registration, and much more.

All website information is available in English and French.

5.2 Board Continuous Quality Improvement (CQI) Processes

Measure 1.2 of the CPMF requires that a college Board implement a CQI framework to measure and improve the effectiveness of Board meetings and of the Board itself. This framework is to include various evaluations, the results of which, along with Board-identified needs and evolving public expectations, are to inform Board and Committee member training. This standard aligns well with the College's stated strategic direction to *cultivate a College culture of humility grounded in a growth mindset*.

The Board has instituted some aspects of this framework including a well-crafted post-meeting evaluation survey and indeed this very assessment. Post-meeting survey results are shared and briefly discussed at the following Board meeting. I learned that results have historically been positive. Of four surveys reviewed, only one showed several ratings of *Needs Improvement* across most questions (21 such ratings over 9 of 10 questions). It, and the previous survey results, included themes that have been identified in this report.

I did not observe a constructive Board discussion on the areas identified in survey results as having opportunity for improvement, nor a plan to address them in the future.

In the spirit of fostering a growth mindset, I encourage the Board's EC and leadership to regularly and objectively evaluate the validity of the feedback received, and to lead the Board in constructive dialogue with the purpose of improving its effectiveness.

The Board does not currently have a structured process for evaluating its own performance nor that of directors. This is not unusual. In fact, Board and director evaluation is one of the most challenging aspects of governance work. Yet this type of reflection can serve as another powerful tool to improve performance. I was encouraged to hear from many directors that structured Board self-reflection would be welcomed.

The Board generally does well in considering evolving public expectations in its biannual Board development sessions, as discussed in subsection 3.2.2.

Assessment:

- Publicly available website information is thorough and easily navigable.
- Aligning with its CQI culture, the Board has instituted key practices to support effectiveness improvement. Some areas outlined in the CPMF require further consideration, as does constructive review of meeting survey feedback.
- While challenging, the Board would benefit from regular structured and objective reflection on its performance.
- Requesting an independent assessment of its effectiveness and committing to making it publicly available demonstrates strong transparency and aligns with its stated value of accountability.

Summary of Findings

The Board performed well, or generally well, in the following areas:

- Meetings are well chaired. Decorum is professional, courteous, and generally collaborative.
- The Board table is generally considered a safe space for sharing, open and respectful of divergent perspectives.
- The Board possesses the confidence to deviate from the recommended action.
- The Board and the College demonstrate transparency via a variety of processes and practices.
- The adoption of a competency-based election process and the Board orientation requirement are good governance practices.
- Established policies and processes relating to Registrar & CEO succession and performance evaluation are robust.
- The College's organizational risk management processes appear sound.
- The Board's meeting schedule and balance between virtual and in-person meetings is a good approach, considerate of resources and the importance of connection.
- Meeting agendas are clear and well-constructed.
- Biannual Board education sessions are informative, relevant, and timely.
- The Board has instituted practices to support effectiveness improvement, in alignment with its stated CQI culture.

The review identified opportunities for improvement in the following areas of Board performance:

- There is an opportunity for the Board to more consistently center its core obligation to serve and protect the public interest across its deliberations and decisions.
- There is an opportunity for the Board to strengthen its decision-making process to more consistently ensure:
  - a balanced analysis and consideration of issues and available options,
  - the incorporation of relevant evidence, data, and expert advice, and
  - thorough consideration of all material risks.
- An undue focus on meeting efficiency may pose a barrier to engagement and deep understanding of issues. Available scheduled time should be used more thoughtfully.
- Board orientation, onboarding, and training, particularly around governance, do not fully equip directors for the demands of their role.
- Greater clarity around Board and director roles would strengthen performance, particularly in the areas of:
  - strategic engagement,
  - risk oversight, and
  - the fulfilment of fiduciary duties.
- Meeting minutes lack sufficient depth to serve as a meaningful record of Board deliberations and decisions.

- There is room to further develop Board continuous quality improvement processes to more fully meet CPMF standards and the expectations of good governance practice.
- Recent events have underscored the importance of nurturing Board trust, cohesion, and a culture of collaborative engagement.

Recommendations

Throughout the report, several areas and items have been identified as opportunities. Many are summarized in *Section 3: Summary of Findings*. It is unreasonable for the Board to entertain too extensive a list of recommendations. This is not to suggest thought should not be given to these areas; they should be considered as resources allow.

The recommendations presented below are not exhaustive — they reflect the reviewer's judgment about where focused attention will yield the most meaningful improvement in Board effectiveness. They are also mutually reinforcing; progress in one area is likely to support and accelerate progress in the others.

I asked each director and management team member how they felt Board effectiveness could be improved. Responses are captured in Appendix A.

1. Public Interest Focus:
    a. As Mr. Cayton suggests, *Be clear about your purpose as a regulator; keep the public interest as your unremitting focus.*[3]
    b. Conduct a balanced evaluation of all aspects of that public interest, including the risk of public harm and potential unintended consequences.
    c. Strengthen and broaden the defined *Public Interest Rationale* where needed.
    d. Remind each other, relentlessly, about the *Public Interest Rationale*.

2. Role Clarity & Performance:
    a. Provide robust governance training (preferably with a regulatory focus) to all Board members and leadership – together – as soon as practically possible.
    b. Incorporate governance related topics (legal, financial, risk, etc.) and a refresher on Board and director roles into annual training.
    c. Ensure adequate governance training for new directors prior to their first Board meeting.
    d. Own your corporate governance role:
        i. Be deliberate in engaging in strategy and risk discussions at least annually.
        ii. Resist the tendency to defer oversight responsibilities to committees.

3. Decision-Making:
    a. Support decisions with balanced analyses drawing on relevant data and evidence, expert advice, and appropriate regulatory guidance where applicable.
    b. Be assertive in identifying and requesting what the Board needs to make informed decisions.

[3] From *A checklist for Regulatory Boards,* as published in *A report and recommendations on improving governance* prepared for the College of Dental Hygienists of Ontario, Cayton, H. and Williams, D. 2024. https://cdho.org/wp-content/uploads/2024/03/Governance-Report.pdf

c. Where strong evidence is not available, use best available information analogous experience, and sound professional judgment.
d. Prioritize substance over speed. Effective governance sometimes requires more deliberate discussion — and a willingness to sit with complexity rather than move through it quickly.

4. Meeting Minutes:
    a. Meeting minutes should be strengthened so that a general sense of what was discussed is captured. For each decision point, include, at a minimum:
        i. a brief description of the issue at hand,
        ii. principal arguments for and against the recommended option, and the main points considered, and
        iii. the rationale for the decision reached.
    b. This serves multiple purposes:
        i. it documents the governance scope and practices of the Board,
        ii. it creates an added layer of transparency for the public and registrants,
        iii. it provides a legal record of the Board's deliberations, and
        iv. it contributes to clarity for directors and to institutional memory.
    c. Provide training for the minute-taker(s) if required. Alternatively, consider using a minute-taking service.

5. Continuous Quality Improvement
    a. Further *cultivate a College culture of humility grounded in a growth mindset* by building on current practices.
    b. Collaboratively and constructively address feedback received via post-meeting surveys.
    c. Consider adopting an annual Board and director evaluation process. *Start low and go slow* – the process does not have to be elaborate or complicated. The objective is genuine and objective reflection.

Closing Observations

Inviting scrutiny into an organization's practices, processes, and behaviour is never easy. Doing so during a period of turbulence can be downright stressful. Yet you, the Board of the College of Psychologists and Behaviour Analysts, did just that in requesting this assessment. In doing so, you demonstrated your commitment to *cultivat[ing] a College culture of humility grounded in a growth mindset*, an overarching theme of your strategic direction.

I encountered in the College's Board and leadership a group of dedicated, engaged, and caring individuals eager to carry out the work of the College to the best of your ability and in the service of the public interest. You welcomed the scrutiny, providing honest feedback in the spirit of continuous improvement.

I found several good governance practices already in place and work under way to implement others. Continue to build on this good work, it will serve you and the public well.

I've identified areas that need improvement. There is always room for growth – that's the challenge with *continuous quality improvement*, it's continuous. The proposed path ahead need not be daunting; however, it requires focus, a commitment to change, and practice. The benefits of this work will continue to accrue in time, but meaningful improvements will be felt quickly.

I heard of your pride in the performance of this work for the public good, and importantly, of the joy derived from being with your Board colleagues. I witnessed mutual respect around the Board table, and support and deep appreciation for the College staff team. I was encouraged to hear during the March meeting of a genuine desire to mend fences, build relationships, and engage constructively. In fact, good suggestions were put forward that will help with connection and team spirit. Don't lose sight of these.

It has been a privilege to engage with the College's Board and leadership through this process, and I wish you well in the work ahead.

Sincerely submitted,

Sam Lanctin
Principal

Acknowledgements

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Directors

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- Kurzman, David
- Leung, Conrad
- Mocan, Nadia
- Moreau, Ken
- Narula, Kay
- Ng, Olivia
- Nicholson, Ian
- Ross, Cameron
- Schmidt, Frederick
- Stopciati, Paul
- Toplak, Maggie E.
- Warnock, Scott
- Wayne, Rachel
- Webster, Glenn

Staff

- Babwah, Krista
- DeBono, Tony
- Kitchen, Jennifer
- Mackanyn, Lesia
- Morton, Stephanie
- Porter, Andrew (outside legal counsel)
- Yetnikoff, Zimra

Appendix A

Directors and leadership were asked to share their thoughts on what might help improve Board performance. Most of their responses are below. There are common themes.

- Improved orientation, onboarding, and training re: role and governance
  - Suggested by 17 people
  - 3 others suggested training on Rules of Order, which some may narrowly interpret as governance training
- Increased intentional strategy
  - Suggested by 5 people
- More fulsome discussion
  - Suggested by 5 people
- More/better data/metrics/evidence
  - Suggested by 3 people
- A return to in-person meetings/increased opportunity for relationship building
  - Suggested by 3 people
- Board composition related
  - Suggested by 3 people
  - Equal numbers from Psychology and Behaviour Analysis ranks
  - Smaller board
  - Increased diversity
  - Increased diversity among public members (suggested by a public member)
  - Reduced tenure
- Increased meetings/time not on camera
  - Suggested by 2 people
  - To help understand how we operate
  - To learn about change management
- Risk identification and mitigation framework/training in this area
  - Suggested by 2 people
- Avoidance of surprises
- More inclusive public engagement