
 The College of Naturopaths of Ontario	Policy Type <b>GOVERNANCE PROCESS</b>	<b>COUNCIL POLICIES</b>
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*Furthering the Council's commitment to excellence in governance and the importance of good governance to the principles of public protection, and in support of ensuring the Council has the right skills, expertise and diversity through high performing Council members, the Council will assess the performance of individual Council members and their contributions to the Council and its Committees.*

Definitions	Code of conduct	Means the Council Code of Conduct as set out in GP03 as amended from time-to-time.
	Council cycle	Means the period from the convening of the May Council meeting of the prior year to the convening of the May Council meeting of the current year.
	ESG	Means an environmental, social and governance framework that assesses an organization's sustainability and ethical impact.
	Panel	Means the Council & CEO Performance Review Panel (formerly identified as the CEO Performance Review Panel as set out in GP19).


- Accordingly,
1. Each year, the Council & CEO Performance Review Panel (herein referred to as the Panel) will conduct an individual performance assessment of each Council member who sat on the Council for the preceding Council cycle.
  2. The evaluation will be based on the following criteria and core considerations:
    - a) Governance and compliance,
      - i) Fiduciary duties: Upholds their fiduciary duties by acting with due diligence, in good faith, and with undivided loyalty to the College.
      - ii) Regulatory Oversight duties: Understands the regulatory oversight duties of the Council with a shared understanding of the statutes, regulations, standards, by-laws and key policies of the College.
      - iii) Supports effective governance: Contributes to the process of making and implementing decisions that serve the public interest and organizational goals, upholds the principles of transparency, accountability and efficiency.
      - iv) Confidentiality: Protects confidential information and handles information appropriately.
    - b) On-going governance education: Supports and participates in a process of on-going education in the principles of good governance both collectively and individually. Strategic contribution,
      - i) Strategic insight: Brings the ability to deeply understand and interpret complex internal and external factors that influence the College's long-term success, and uses that understanding to guide decisions and actions toward achieving strategic objectives.
      - ii) Long-term value creation: Balances short-term performance with long-term priorities.

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- iii) Performance oversight: Monitors key performance indicators and leading indicators; asks data-driven questions.
- iv) Innovation & transformation: Encourages innovation, digital, and operating model improvements.
- v) Resource allocation: Weighs capital, talent, and time trade-offs; prioritizes high-value initiatives.
- vi) ESG & stakeholder lens (as applicable): Integrates material ESG and key stakeholder impacts.
- vii) Scenario & resilience: Supports scenario planning, stress tests, and strategic risk mitigations.
- c) Financial oversight,
  - i) Financial fluency: Understands financial statements, drivers, and key ratios relevant to the business.
  - ii) Budget & forecast discipline: Reviews and challenges budgets, forecasts, and variances.
  - iii) Audit & controls: Supports strong internal controls; engages with internal/external auditors appropriately.
  - iv) Capital allocation: Evaluates capital investments and expenditures, mergers & acquisitions, divestitures, return thresholds, and post-mortems.
  - v) Liquidity & solvency: Monitors cash, leverage, covenants, and funding access.
  - vi) Cost and efficiency: Promotes productivity and unit-economics transparency.
  - vii) (Nonprofit) Stewardship: Aligns resources to mission; supports sustainable funding.
- d) Engagement and participation,
  - i) Attendance & timeliness: Consistent, punctual attendance; minimal unexcused absences.
  - ii) Preparation: Reviews materials; comes ready with questions and insights.
  - iii) Constructive challenge: Balances support with healthy skepticism; avoids rubber-stamping.
  - iv) Collaboration & respect: Listens actively; invites diverse viewpoints; avoids dominance.
  - v) Committee contribution: Accepts assignments; delivers between meetings.
  - vi) Communication between meetings: Provides timely responses; is accessible when needed.
  - vii) Board culture: Helps maintain a trust-based, productive board dynamic; mentors new directors.
- e) Ethical standards
  - i) Integrity & independence: Acts without conflicts; exercises independent judgment.
  - ii) Conflicts of interest: Discloses promptly; recuses when appropriate.
  - iii) Code of conduct: Models expected behaviors; zero tolerance for misconduct.

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- iv) Culture & tone: Encourages speak-up culture; supports fair, inclusive practices.
  - v) Compliance alignment: Supports compliance programs and remediation when issues arise.
3. The evidence and indicators used in this evaluation will be those as set out in the attached Performance Assessment template.
  4. Ratings are established on the following scale:
    - a) 1. Needs Improvement: Rarely meets expectations; gaps in preparation, compliance, or judgment.
    - b) 2. Inconsistent: Meets some expectations but with notable gaps or variability.
    - c) 3. Solid/Meets: Reliably meets expectations with occasional stretch contributions.
    - d) 4. Strong: Frequently exceeds expectations; adds clear, repeatable value.
    - e) 5. Exemplary/Leader: Sets the standard; mentors others; materially elevates board effectiveness.
  5. Weighting of each criterion will be:
    - a) Governance and compliance – 20%
    - b) Strategic contribution – 25%
    - c) Financial oversight – 20%
    - d) Engagement and participation – 20%
    - e) Ethical standards – 15%.
  6. The assessment process will include the following:
    - a) A self-assessment conducted by the Council member,
    - b) An assessment conducted by member of the Panel,
    - c) A final assessment completed by the Panel based on the individual assessments filed.
  7. At the completion of the assessment, the process may identify individual training for the Council member to foster continuous improvement.
  8. Where a Council member disagrees with the assessment and outcomes set out therein, the Council member may file a statement of disagreement setting out their reasons for disagreeing. This shall be appended to the finalized performance assessment.
  9. Finalized assessments will be filed by the Council Chair with the CEO who will hold the assessments confidentially.
    - a) For professional members elected to the Council, the assessments will be available for the future use of a panel of the Governance Committee in determining an elected Council member's eligibility to seek re-election to the Council.
    - b) For Public members appointed to the Council by the Lieutenant Governor in Council, the assessments will be available for the future use of the

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Governance Committee in responding to inquiries from the Ministry of Health regarding the willingness of the Council to have the individual re-appointed.

- 10 The members of the Panel, subject to the approval of the Public Appointments Secretariat with respect to payment for Public members on the Panel, would be paid a per diem when meeting to conduct assessments.

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