



BOARD MEETING MINUTES

DATE: Thursday, June 23, 2022

TIME: 11:00 a.m. – 3:00 p.m. in person

In Attendance:

DIRECTORS:

Stephanie Schurr, *Chair*
Paola Azzuolo
Neelam Bal
Donna Barker
Faiq Bilal
Mary Egan
Allan Freedman
Elizabeth Gartner
Jennifer Henderson
Heather McFarlane
Carol Mieras
Sarah Milton
Vincent Samuel
Teri Shackleton
Sabrina Shaw

REGRETS:

Nicholas Dzudz
Brittany O'Brien

GUESTS:

Erica Richler, *Legal Counsel, Steinecke Maciura LeBlanc*

OBSERVERS:

Observers were invited to view the meeting via Zoom.
Observers were present at the meeting.

STAFF:

Elinor Larney, *Registrar & CEO*
Sandra Carter, *Manager, Practice*
Aida da Silva, *Manager, Finance & Payroll*
Idil Sofia Egeh, *Coordinator, Data & Process Improvement*
Leandri Engelbrecht, *Interim Manager Investigations & Resolutions*
Enrique Hidalgo, *Manager, Information Technology*
Grace Jacob, *Associate, Finance & Corporate Services*
Sarah Karas, *Associate, Quality Assurance*
Stamatis Kefalianos, *Director, Regulatory Affairs*
Lesley Krempulec, *Manager, Quality Assurance*
Brandi Park, *Manager, Registration*
Seema Singh-Roy, *Director, Finance, People and Corporate Services*
Nancy Stevenson, *Director, Communications*
Andjelina Stanier, *Executive Assistant, Scribe*

The Board Orientation Session, which was closed to the public, was held from 9:00 a.m. – 11:00 a.m.

1.0 Call to Order

Chair Stephanie Schurr welcomed everyone and called the meeting to order at 11:02 a.m.

2.0 Public Protection Mandate

The Chair reminded members that all considerations and decisions are made in the best interest of the public.

3.0 Land Acknowledgement*

The Chair read out the Land Acknowledgement statement (Appendix 1).

4.0 Declaration of Conflict of Interest

The Chair called for declarations of conflict of interest. Mary Egan declared a conflict with item 10.1. Donna Barker having declared a conflict with item 10.1 earlier in the week, reiterated it once again. No other conflicts were declared.

5.0 Approval of Agenda

The Chair called for additions or other changes to the agenda. None were reported.

MOVED BY: Carol Mieras

SECONDED BY: Teri Shackleton

THAT the agenda be approved as presented.

CARRIED

6.0 Consent Agenda

The Chair called for adoption to the following Consent Agenda items.

- Registrar's Written Report of June 23, 2022
- Draft Board Minutes of March 24, 2022
- Draft Board Minutes of April 7, 2022
- Draft Board Elections Minutes of March 24, 2022
- Finance, Audit and Risk Minutes of March 16, 2022
- Governance Minutes of March 1, 2022
- Governance Minutes of March 31, 2022
- Executive Minutes of March 8, 2022
- Executive Minutes of March 24, 2022
- Executive Minutes of May 12, 2022

MOVED BY: Jennifer Henderson

SECONDED BY: Carol Mieras

THAT the Board adopts the Consent Agenda items as listed.

CARRIED

7.0 Registrar's Report

7.1 Presentation: FY 21/22 Q4 Operational Projects Status & Year End Report

The Registrar reported on outcomes for Year 2 (FY 21/22) and operational initiatives for Year 3 (FY 22/23) of the 2020-2024 Strategic Plan and responded to questions. She reminded the Board that the strategic plan was extended for an additional year, to 2024, as a result of the ongoing pandemic.

7.2 Quarterly Performance Report

Heather McFarlane introduced the Quarterly Performance Report stating that it was prepared with input from statutory and two non-statutory committees. The information provided today is an overview of the work accomplished in Q4 FY 21/22. The Registrar responded to questions.

MOVED BY: Heather McFarlane

SECONDED BY: Donna Barker

***THAT** the Board receives the Quarterly Performance Report for Q4 of the 2021-2022 fiscal year.*

CARRIED

7.3 Risk Management Report

Vincent Samuel provided an overview of the risk management process and how the report is structured and reported on risk levels over the past quarter. Overall, risks and risk levels remained the same for Q4 2021/2022. It is recommended at this time, that the risk related to the Quality Assurance new, risk-based screening process be removed from the report as the process has been implemented and is now in the continuous improvement phase. The Registrar reported on the operational risk of staff returning to the office. The plan to implement a hybrid return to work is now in place with the official reopening of the office to the public to take place in early September.

MOVED BY: Vincent Samuel

SECONDED BY: Paola Azzuolo

***THAT** the Board receives the risk management report.*

CARRIED

7.4 Annual Registrar Performance Review Process

The Chair reminded the Board that over the next few weeks, the Registrar Performance Evaluation will be conducted. Members will receive an electronic survey to complete. Those with less than three months experience on the Board, are not required to participate but may do so if they wish. Select staff will also provide feedback. The Chair and the Executive will then review all the feedback and the Chair will meet with the Registrar in August to discuss the results. This item is for information purposes only.

8.0 Finance

8.1 Presentation: How to Read Financial Statements

Seema Singh-Roy presented and responded to questions.

8.2 FY 22/23 Annual Operating Budget

Allan Freedman provided an overview of the 2022-2023 proposed budget and he and Seema responded to questions. A discussion ensued about revenue and projected expenses. The briefing note included with the budget outlined the budget assumptions upon which the budget was based. Expenditures for governance are expected to increase over the next two years as the College is expecting to hold in person meetings this year. The College is monitoring the effects of inflation on expenditures, noting that the largest budget line is salaries. The College endeavours to be in line with the market and is closely watching this to ensure fairness. This item is for information purposes only.

9.0 Presentation: Quality Assurance Program Update

Lesley Krempulec presented on the Quality Assurance risk-based screening process and responded to questions.

10.0 Governance

10.1 Governance Reform – Next Steps

Donna Barker and Mary Egan, academic Board members, left the meeting having earlier expressed a conflict of interest with this item. Carol Mieras explained that one of the Board's two academic members will retire in August. Given the Board's plan to hold a session in October to discuss next steps related to governance reform, the Governance Committee recommends delaying the decision on the appointment of a new academic member until after the October session. College bylaws call for one or two academic appointments to the Board.

MOVED BY: Carol Mieras

SECONDED BY: Neelam Bal

***THAT** the Board delays the decision about appointing an academic member until after the October Board Education Session.*

CARRIED

10.2 Board Policies – Financial Planning and Budgeting

Allan explained that amendments to the financial policies as listed below and presented today are primarily to align with terminology changes previously approved by the Board and to incorporate governance language to frame in actions to take, versus actions to avoid. The Board provided several additional minor recommendations.

- RL4 – Financial Planning and Budgeting
- RL5 – Financial Condition and activities
- RL6 – Asset Protection
- RL7 – Investments
- RL8 – External Audit
- Guidelines for Board Members – Establishing and Maintaining Reserve Funds
- Guidelines For Public and Professional Board Members – Education session Costs
- guide for Review of Financial Information – Board Reference Material

MOVED BY: Allan Freedman

SECONDED BY: Elizabeth Gartner

***THAT** the Board approves the proposed changes to the Financial and Audit Governance Policies, including today's changes.*

CARRIED

10.3 Board Policy RL9 – Emergency Registrar Replacement

Heather explained that amendments to the Emergency Registrar Replacement policy are recommended to provide greater flexibility for contingency planning in the absence of the Registrar. The Board recommended an additional change.

MOVED BY: Heather McFarlane

SECONDED BY: Sabrina Shaw

***THAT** the Board approves the changes to Board Policy RL9, Emergency Registrar Replacement, including today's recommendation.*

CARRIED

11.0 Environmental Scan

Members provided various updates on changes in systems and information of interest that impact the practice of occupational therapy.

12.0 Other Business

12.1 Board Meeting Evaluation

The Chair asked members to complete the electronic Board meeting evaluation and encouraged everyone to provide recommendations for future improvements.

13.0 Next Meetings

- Board Education Session: Wed., October 19, 2022, 9:00 a.m. – 4:00 p.m., Westin Harbour Castle Hotel, Toronto ON
- Board Meeting: Thurs., October 20, 2022, 9:00 a.m. – 4:00 p.m., Westin Harbour Castle Hotel
- Board Meeting: Thurs., January 26, 2023, 9:00 a.m. – 3:30 p.m. Location TBA
- Board Meeting: Thurs., March 30, 2023, 9:00 a.m. – 4:00 p.m. Location TBA

14.0 Adjournment

There being no further business, the meeting was adjourned at 2:26 p.m.

MOVED BY: Allan Freedman

***THAT** the meeting be adjourned.*

CARRIED

APPENDIX 1: * Land Acknowledgement

We recognize that we work and live on traditional lands and territories of Indigenous Peoples. This includes the traditional territories of the Mississauga, the Anishnabeg (ah-nish-naw-bek) the Chippewa, the Haudenosaunee (hoe-duh-nuh-show-nay) and the Wendat peoples. Today, the province of Ontario is home to many diverse First Nations, Inuit and Métis (may-tea) peoples, from the Cree in the Northern reaches to the Delaware in the south. We acknowledge that we are tasked with sharing, respecting, and valuing the land, as a source of life for us all.

APPENDIX 2: Status of Implementation of Board Decisions

Board Meeting Date	Decisions	Current Status
June 23, 2022	<i>THAT</i> the Board approves the changes to Board Policy RL9, Emergency Registrar Replacement.	Complete
June 23, 2022	<i>THAT</i> the Board approves the proposed changes to the Financial and Audit Governance Policies.	Complete
June 23, 2022	<i>THAT</i> the Board delays the decision about appointing an academic member until after the October Board Education Session.	Complete
April 7, 2022	<i>THAT</i> the Board approves the selection of committee chairs and the Committee Composition for the 2022-2023 year.	Complete