

BOARD MEETING MINUTES

DATE: Thursday, April 4, 2024

TIME: 9:00 a.m. – 4:00 p.m.

In Attendance:

DIRECTORS:

Teri Shackleton, *Chair*
Stacey Anderson
Neelam Bal
Nick Dzudz
Mary Egan
Allan Freedman
Christine Funk
Elizabeth Gartner
Lucy Kloosterhuis
Heather McFarlane
Sarah Milton
Vincent Samuel
Stephanie Schurr
Sabrina Shaw

REGRETS:

GUESTS:

OBSERVERS:

Jennifer Henderson, *Nominations Committee Chair*
Tiffany Mak, *Ministry of Health (MOH)*
Julie Reinhart, *New Director, District 2*
Tina Siemens, *New Director, District 3*

STAFF:

Elinor Larney, *Registrar & CEO*
Sandra Carter, *Manager, Practice*
Enrique Hidalgo, *Manager IT*
Nichelle Hughes, *OT Student*
Stamatis Kefalianos, *Director, Regulatory Affairs*
Lesley Krempulec, *Manager, Quality Assurance Program*
Tim Mbugua, *Policy Advisor*
Seema Singh-Roy, *Director, Finance, People & Corporate Services*
Andjelina Stanier, *Executive Assistant, Scribe*
Nancy Stevenson, *Director of Communications*
Kim Woodland, *Program Director*
Various other staff for item 12.0 Farewell

1.0 Welcome and Call to Order

Chair Teri Shackleton welcomed everyone and called the meeting to order at 9:02 a.m.

2.0 Public Protection Mandate

The Chair stated the role of the Board is to come together to participate and collaborate in order to make the best possible decisions in the 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. No were reported.

5.0 Approval of Agenda

5.1 Board Agenda for April 4, 2024

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

MOVED BY: Neelam Bal

SECONDED BY: Stephanie Schurr

***THAT** the agenda be approved as presented.*

CARRIED

6.0 Consent Agenda

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

1. Registrar's Written Report of April 4, 2024
2. Draft Board Minutes of January 25, 2024
3. Draft Board Minutes (Electronic Motion) of March 25, 2024
4. Executive Minutes of January 10, 2024
5. Governance Minutes of January 11, 2024
6. Finance & Audit Minutes of January 11, 2024

MOVED BY: Stephanie Schurr

SECONDED BY: Heather McFarlane

***THAT** the Board adopt the Consent Agenda items as listed.*

CARRIED

7.0 Registrar's Report

7.1 Presentation: Q3 FY2023-2024 Operational Projects Status Report

The Registrar reported on the status of the operational projects for Q3 FY2032-2024 and responded to questions.

7.2 Q3 FY2023-2024 Quarterly Performance Report

Vincent Samuel stated that the current Quarterly Performance Report reflects committee activities for Q3 of FY2023-2024 related to the 2020-2024 Strategic Plan. The Board held a brief discussion.

MOVED BY: Vincent Samuel

SECONDED BY: Sabrina Shaw

***THAT** the Board receive the Quarterly Performance Report for Q3 FY2023-2024.*

CARRIED

7.3 Risk Management Report

Heather McFarlane reported that risks and risk levels have remained the same since the January Board meeting. Risks include, Health Human Resources, Fee Increase, and Enterprise System Project which are monitored closely by the staff. The Board was reminded that the full

Risk Register is reviewed annually in the spring. A discussion was held, and the Registrar responded to questions.

MOVED BY: Heather McFarlane

SECONDED BY: Neelam Bal

THAT the Board receive the Risk Management Report.

CARRIED

8.0 Finance

8.1 Q3 FY2023-2024 Financial Report

Allan Freedman reported that the College remains on track with budget. There is a surplus with more costs expected to come in during Q4. It is anticipated that the College will likely land closer to the projected deficit by the end of the year. Operational initiatives are 96% of budget spent to date as most project work has been completed. Professional fees are 93% of budget spent to date. Included are leadership development costs and legal fees that weren't initially budgeted for as well. All statutory remittances and filings are up to date.

MOVED BY: Allan Freedman

SECONDED BY: Lucy Kloosterhuis

THAT the Board receive the Q3FY2023-2024 Financial Report, as presented.

CARRIED

8.2 Investment Portfolio as at January 31, 2024

Allan reported that the breakdown of College investments is outlined in the briefing note. The College continues to monitor investments and reinvest as investments mature.

MOVED BY: Allan Freedman

SECONDED BY: Neelam Bal

THAT the Board receive the Investment Portfolio report, as presented.

CARRIED

9.0 New Business

9.1 2023 College Performance Measurement Framework (CPMF)

Vincent explained that completion of the annual CPMF report is required by the ministry by all health-regulatory colleges. The College satisfied all 50 standards this year. Given the March 31st submission deadline, the Board reviewed and approved the draft report in advance of the meeting today and unanimously voted by electronic motion to approve its submission. This decision was brought forward today for ratification.

MOVED BY: Vincent Samuel

SECONDED BY: Stacey Anderson

THAT the Board ratify its unanimous decision executed by electronic motion on March 25, 2024, to approve the 2023 College Performance Measurement Framework for submission to the Ministry of Health.

CARRIED

9.2 Third Party Governance Assessment Report – Action Plan

Heather stated that in follow up to the Board decision in March, the Governance Committee developed the proposed action plan to address the recommendations for improvement which arose from the Third Party Governance Assessment Report.

MOVED BY: Heather McFarlane

SECONDED BY: Elizabeth Gartner

THAT the Board approve the action plan that addresses the recommendations from the governance report.

CARRIED

9.3 Governance Policies – New & Revised

Vincent stated that as part of a comprehensive review of the Governance Policies related to governance modernization initiatives, the following new and revised policies are brought forward for Board approval: *Mission, Vision, and Values; Role of Board Chair; Role of Board Vice-Chair, Role of Committee Chair, Role of College Committees* (new policy), and *Rules of Order*. The Board recommended the *Role of College Committees* policy be strengthened and brought forward for approval at a future date.

MOVED BY: Vincent Samuel

SECONDED BY: Sarah Milton

THAT the Board approve the following policies, with the exception of *Role of College Committees*:

- *Mission, Vision, and Values*
- *Role of Board Chair*
- *Role of Board Vice-Chair*
- *Role of Committee Chair*
- *Rules of Order*

CARRIED

9.4 Terms of Reference Revisions – All Committees

Allan stated that the terms of reference for all committees have undergone revisions to better align with the overall new structure of the Governance Policies and implementation of the separation of Board and committees. The Board recommended additional review of the Governance Committee Terms of Reference and that they be brought back for approval at a future meeting.

MOVED BY: Allan Freedman

SECONDED BY: Stephanie Schurr

***THAT** the Board approve the updated terms of reference, including today's recommendations, for all College committees, with the exception of those for the Governance Committee which will be further reviewed and brought forward for approval at a future meeting.*

MOTION AMENDED - CARRIED

9.5 Bylaw Amendments

Heather stated that each year the College conducts a review of its bylaws to ensure best practices. The proposed amendments include benchmarking the College bylaws against the CPMF; conducting an environmental scan of the bylaws of other regulatory colleges; undertaking an internal review to identify issues from an internal perspective; and conducting a comprehensive legal review. The Board provided additional recommendations.

MOVED BY: Heather McFarlane

SECONDED BY: Elizabeth Gartner

***THAT** the Board approve the amended bylaws as presented, including today's changes.*

CARRIED

10.0 Governance

10.1 Election Update

Elinor stated that Julie Reinhart was acclaimed in district 2 earlier this year, and Tina Siemens was elected in district 3. The voting process went smoothly and there were no concerns. Voter turnout was 12% and as this is the first election for the newly amalgamated district, there is no comparable group. Their Board Orientation session was held yesterday by the Chair and Registrar.

10.2 Reappointment to Patient Relations Committee

Sabrina Shaw stated that Melissa Aldoroty's first term as Professional Committee Appointee on the Patient Relations Committee ended on March 31, 2024. The Patient Relations Committee unanimously recommends her reappointment for a second term.

MOVED BY: Sabrina Shaw

SECONDED BY: Stacey Anderson

***THAT** the Board reappoint Melissa Aldoroty as Professional Committee Appointee to the Patient Relations Committee for a second 3-year term commencing on March 31, 2024.*

CARRIED

10.3 Reappointment to Quality Assurance Committee

Elizabeth Gartner stated that Michael Ivany's first term as Professional Committee Appointee on the Quality Assurance Committee will end on June 17, 2024. The Quality Assurance Committee unanimously recommends his reappointment for a second term.

MOVED BY: Elizabeth Gartner

SECONDED BY: Mary Egan

THAT the Board reappoint Michael Ivany as Professional Committee Appointee to the Quality Assurance Committee for a second 3-year term commencing on June 17, 2024.

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 Farewell

Allan, Vincent, Teri, and Sabrina Shaw spoke in recognition of the many contributions to the College by outgoing Directors, Heather McFarlane, Stephanie Schurr, Brittany O'Brien and Teri Shackleton. The Board thanked them for their commitment and hard work and wished them success in the future. Heather, Stephanie, and Teri thanked the Board and College staff for their support. The Board joined Elinor in thanking Teri Shackleton for her excellent leadership as Board Chair over the past year.

13.0 Other Business

13.1 Board Meeting Evaluation for April 4, 2024

The Chair reminded members to complete the electronic Board Meeting Evaluation for today's meeting and to provide recommendations for future improvements.

14.0 Next Meetings

- Board Meeting: June 20, 2024, 9:00 a.m. – 3:30 p.m., at the College.

15.0 Adjournment & Move to Election of Officers

There being no further business, the meeting was adjourned at 1:20 p.m.

MOVED BY: Heather McFarlane

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
April 4, 2024	THAT the Board ratify its unanimous decision executed by electronic motion on March 25, 2024, to approve the 2023 College Performance Measurement Framework for submission to the Ministry of Health.	Complete
April 4, 2024	THAT the Board approve the action plan that addresses the recommendations from the governance report.	Complete
April 4, 2024	THAT the Board approve the following policies, with the exception of Role of College Committees: <ul style="list-style-type: none"> • Mission, Vision, and Values • Role of Board Chair • Role of Board Vice-Chair • Role of Committee Chair • Rules of Order 	Complete
April 4, 2024	THAT the Board approve the updated terms of reference, including today's recommendations, for all College committees, with the exception of the Governance Committee.	Complete
April 4, 2024	THAT the Board approve the amended bylaws as presented, including today's changes.	Complete
April 4, 2024	THAT the Board reappoint Melissa Aldoroty to the Patient Relations Committee for a second 3-year term commencing on March 31, 2024.	Complete
April 4, 2024	THAT the Board reappoint Michael Ivany to the Quality Assurance Committee for a second 3-year term commencing on June 17, 2024.	Complete