



BOARD MEETING MINUTES

DATE: Thursday, June 20, 2024

TIME: 9:00 a.m. – 3:30 p.m.

In Attendance:

DIRECTORS:

Neelam Bal, *Chair*
Stacey Anderson
Nick Dzudz
Mary Egan
Allan Freedman
Christine Funk
Elizabeth Gartner
Lucy Kloosterhuis
Sarah Milton
Julie Reinhart
Vincent Samuel
Sabrina Shaw
Tina Siemens

REGRETS:

GUESTS:

OBSERVERS:

Tiffany Mak, *Ministry of Health (MOH)*

STAFF:

Elinor Larney, *Registrar & CEO*
Sahaj Bhullar, *Summer Paralegal Student*
Sandra Carter, *Manager, Practice*
Enrique Hidalgo, *Manager, IT*
Stamatis Kefalianos, *Director, Regulatory Affairs*
Lesley Krempulec, *Manager, Quality Assurance Program*
Tim Mbugua, *Policy Advisor*
Cara Moroney, *Manager, Investigations & Resolutions*
Seema Singh-Roy, *Director, Finance, People & Corporate Services*
Andjelina Stanier, *Executive Assistant, Scribe*
Nancy Stevenson, *Director, Communications*
Kim Woodland, *Program Director*

1.0 Welcome and Call to Order

Chair Neelam Bal called the meeting to order at 9:07 a.m. She welcomed everyone and invited members to introduce themselves.

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 decisions in the public interest.

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. None were reported.

5.0 Board Orientation

Various staff members presented on the work of committees and program areas.

6.0 Approval of Agenda

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

MOVED BY: Christine Funk

SECONDED BY: Lucy Kloosterhuis

THAT the agenda be approved as presented.

CARRIED

7.0 Consent Agenda

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

1. Registrar's Written Report of June 20, 2024
2. Draft Board Minutes of April 4, 2024
3. Draft Board Officer Elections Minutes of April 4, 2024
4. Executive Minutes of March 13, 2024
5. Governance Minutes of March 21, 2024
6. Finance & Audit Minutes of March 19, 2024

MOVED BY: Sarah Milton

SECONDED BY: Stacey Anderson

THAT the Board adopt the Consent Agenda items as listed.

CARRIED

8.0 Registrar's Report

8.1 Presentation: 2020-2024 Strategic Plan Wrap Up & 2024-2027 Operational Objectives

The Registrar and CEO presented the outcomes of the 2020-2024 strategic plan and outlined the operational objectives for the new 2024-2027 strategic plan and responded to questions.

8.2 Q4 FY2023-2024 Quarterly Performance Report

Stacey Anderson stated that the current Quarterly Performance Report reflects committee activities for Q4 of FY2023-2024 related to the 2020-2024 Strategic Plan. The Board held a brief discussion.

MOVED BY: Stacey Anderson

SECONDED BY: Elizabeth Gartner

THAT the Board receive the Quarterly Performance Report for Q4 FY2023-2024.

CARRIED

8.3 Risk Management Report

Lucy Kloosterhuis introduced the Q4 FY2023-2024 risk management report as it relates to Board oversight of high or critical risk items. Elinor reviewed the status of the four risks highlighted in the report and recommended that the risk related to the Enterprise System now be removed from the report to the Board. The system was deployed and is functioning and while some additional work is required, it is no longer considered high risk. The Board deferred this decision to its October meeting.

MOVED BY: Lucy Kloosterhuis

SECONDED BY: Sabrina Shaw

THAT the Board receive the Risk Management Report.

CARRIED

9.0 Finance

9.1 Financial Policies

Allan Freedman stated that the Finance and Audit Committee reviewed the financial policies as provided and brings forward minor revisions for Board consideration. The Board held a brief discussion.

MOVED BY: Allan Freedman

SECONDED BY: Vincent Samuel

THAT the Board approve the updated financial policies as listed:

- *RL4 – Financial Planning & Budgeting*
- *RL5 – Financial Conditions & Activities*
- *RL6 – Asset Protection*
- *RL7 – Investments*
- *RL8 – External Audit*
- *Establishing and Maintaining Reserve Funds*
- *Honoraria*
- *Education Session Costs*
- *Board Reference Material – Guide to Review of Financial Information*

CARRIED

9.2 FY24/25 Annual Operating Budget

The annual operating budget for FY2024-2025 was presented today for Board consideration. Allan stated that the proposed budget is in an overall deficit position within 5% of revenues. This is an improvement from FY2023-2024. The deficit will be funded by our unrestricted reserve fund. A 5-year forecast developed last year projected deficits for the subsequent 4 years. Allan noted that the proposed budget highlights overall registration revenues to increase by 3% which is consistent with the prior year, and an additional 2% for the fee increase which was just implemented. All expenses have been projected based on prior year averages or known information for the upcoming year. Key projects in the budget align with and meet strategic priorities and goals.

MOVED BY: Allan Freedman
SECONDED BY: Christine Funk

THAT the Board approve the FY2024-2025 Annual Operating Budget, as presented.

CARRIED

10.0 New Business

10.1 Supporting Positive Relationships Policy

Elinor explained that a new policy, *Supporting Positive Relationships*, has been developed replacing the previous *RL2-Treatment of Registrants* and *RL3-Treatment of Staff* policies. The new policy outlines expected positive relationships between the College and its Board, Committee/Community Appointees, Registrants, staff, and public members and aligns with ongoing governance modernization initiatives.

MOVED BY: Stacey Anderson
SECONDED BY: Tina Siemens

THAT the Board approve the new draft policy, Supporting Positive Relationships, as presented.

CARRIED

10.2 Role of College Committees Policy

Lucy Kloosterhuis stated that the new draft policy, *Role of College Committees*, aligns with ongoing governance modernization initiatives. Elinor explained that it was initially presented to the Board at their April meeting and is now brought back incorporating the Board recommendation to clarify the Board's responsibility around establishing committees.

MOVED BY: Lucy Kloosterhuis
SECONDED BY: Stacey Anderson

THAT the Board approve the new draft policy, Role of College Committees as presented.

CARRIED

10.3 Terms of Reference Revisions

Revisions to the terms of reference for the Governance and Finance and Audit committees were brought back today incorporating the Board's recommendations following the April meeting.

MOVED BY: Stacey Anderson
SECONDED BY: Julie Reinhart

THAT the Board approve the updated terms of reference for the Governance and the Finance and Audit committees.

CARRIED

10.4 Registrar Evaluation Process

The Chair stated that the annual Registrar Performance Evaluation will be conducted over the next few weeks. 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 will review the feedback with the Executive Committee and then meet with the Registrar in August to discuss the results.

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 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. A survey link will be sent following the meeting.

13.0 Next Meetings

Board Education Session: October 23, 2024, 9:00 a.m. – 4:00 p.m., Radisson Blu Hotel, Toronto

Board Meeting: October 24, 2024, 9:00 a.m. – 3:30 p.m., COTO Boardroom

Board Meeting: January 30, 2025, 9:00 a.m. – 3:30 p.m., COTO Boardroom

Board Meeting: March 27, 2025, 9:00 a.m. – 4:00 p.m., COTO Boardroom

Board Meeting: June 19, 2025, 9:00 a.m. – 3:30 p.m., COTO Boardroom

14.0 Adjournment

There being no further business, the meeting was adjourned at 1:58 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 20, 2024	THAT the Board approve the updated terms of reference for the Governance and the Finance and Audit committees.	Complete
June 20, 2024	THAT the Board approve the new draft policy, Role of College Committees as presented.	Complete
June 20, 2024	THAT the Board approve the new draft policy, Supporting Positive Relationships, as presented.	Complete
June 20, 2024	THAT the Board approve the FY2024-2025 Annual Operating Budget, as presented.	Complete
June 20, 2024	THAT the Board approve the updated financial policies as listed: <ul style="list-style-type: none"> • RL4 – Financial Planning & Budgeting • RL5 – Financial Conditions & Activities • RL6 – Asset Protection • RL7 – Investments • RL8 – External Audit • Establishing and Maintaining Reserve Funds • Honoraria • Education Session Costs • Board Reference Material – Guide to Review of Financial Information 	Complete
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	Complete

Board Meeting Date	Decisions	Current Status
	<i>committees, with the exception of the Governance Committee.</i>	
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