

BOARD MEETING MINUTES

DATE: Thursday, October 24, 2024 **TIME:** 9:00 a.m. – 3:30 p.m.

In Attendance:

DIRECTORS: GUESTS:

Neelam Bal, *Chair*Stacey Anderson
Blair MacKenzie, *Hilborn LLP*Usman Paracha, *Hilborn LLP*

Nick Dzudz

Mary Egan OBSERVERS:

Allan Freedman Marnie Lofsky, OSOT

Christine Funk

Elizabeth Gartner STAFF:

Lucy Kloosterhuis Elinor Larney, Registrar & CEO
Adrian Malcolm Sandra Carter, Manager, Practice
Sarah Milton Enrique Hidalgo, Manager, IT

Julie Reinhart Grace Jacob, *Accounting and Payroll Specialist*Vincent Samuel Stamatis Kefalianos, *Director, Regulatory Affairs*

Tina Siemens Lesley Krempulec, Manager, Quality Assurance Program

Tim Mbugua, Policy Advisor

REGRETS: 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 9:00 a.m. She welcomed everyone and introduced new public member, Adrian Malcolm. She invited members to introduce themselves. Elizabeth Gartner acknowledged and expressed appreciation on behalf of the Board to outgoing public member, Sabrina Shaw, for her many contributions to the Board and committees which she served.

2.0 Public Protection Mandate

The Chair stated that the role of the Board is to come together to make honourable and ethical decisions 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. Adrian Malcolm declared a conflict of interest with item 10.3.2 Appointment of Public Director. No other conflicts were raised.

5.0 Approval of Agenda

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

MOVED BY: Nick Dzudz

SECONDED BY: Stacey Anderson

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 October 24, 2024
- 2. Draft Board Minutes of June 20, 2024
- 3. Executive Minutes of May 27, 2024
- 4. Executive Minutes of August 8, 2024
- 5. Governance Minutes of June 5, 2024
- 6. Finance & Audit Minutes of August 20, 2024
- 7. Finance & Audit Minutes of May 21, 2024

MOVED BY: Vincent Samuel SECONDED BY: Elizabeth Gartner

THAT the Board adopt the Consent Agenda items as listed.

CARRIED

7.0 Registrar's Report

7.1 Audited Financial Statements

Auditors Blair MacKenzie and Usman Paracha of Hilborn LLP joined the meeting and provided an Independent Audit Report for the 2023-2024 fiscal year. They explained that Hilborn LLP is an independent external auditor, and the purpose of the audit is to ensure that there are no material misstatements in the financial statements and that all accounting standards are followed. Prior to the audit, the auditors identified and prepared procedures to test risks and staff were informed of the process. The auditors reported that the audit process proceeded normally with no disagreements with management. The financial statements as provided today, in all material respects, present fairly the financial position of the College on May 31, 2024. The

results of its operations and cash flows for the year ended are in accordance with Canadian accounting standards for not-for-profit organizations.

MOVED BY: Neelam Bal

SECONDED BY: Allan Freedman

THAT the Board approve the Audited Financial Statements for the fiscal year ended May 31, 2024, as presented.

CARRIED

7.2 Draft Annual Report

The 2023 Annual report was put forward for discussion and decision. Board members expressed satisfaction with the format, content, and images of the publication.

MOVED BY: Stacey Anderson SECONDED BY: Mary Egan

THAT the Board approve the Annual Report for the 2023-2024 fiscal year for distribution.

CARRIED

8.0 Registrar's Report

8.1 Presentation: 2024-2025 Q1 Status of Operational Objectives

The Registrar presented on the status of the operational objectives for Q1 FY 2024-2025 related to the 2024-2027 strategic plan and responded to questions.

8.2 Q1 FY 2024-2025 Quarterly Performance Report

Lucy Kloosterhuis stated that the current Quarterly Performance Report reflects committee activities for Q1 FY2024-2025.

MOVED BY: Lucy Kloosterhuis SECONDED BY: Allan Freedman

THAT the Board receive the Quarterly Performance Report for Q1 FY 2024-2025.

CARRIED

8.3 Risk Management Report

The Registrar reported that there are no new risks nor changes in status from the previous quarter for three of the four risks listed. The one change that is recommended relates to the Enterprise System. The Executive Committee recommends the Enterprise System be downgraded from high or critical to the moderate level and be removed from the report to the Board. The system was deployed and is functioning with additional adjustments being made as needed. The Executive Committee will continue to monitor the Enterprise System as part of their oversight of the full Risk Register. An additional motion to remove the Enterprise System from the report to the Board was put forward.

MOVED BY: Allan Freedman SECONDED BY: Stacey Anderson

THAT the Board receive the Risk Management Report.

CARRIED

MOVED BY: Vincent Samuel SECONDED BY: Christine Funk

THAT the Board approve the downgrading and removal of the Enterprise System risk from the report to the Board.

CARRIED

(Abstention: Adrian Malcolm)

8.4 Presentation on Practice Risks

Kimberly Woodland presented on Practice Risks and responded to questions.

8.5 Risk Register and Practice Risks

In response to the third party assessment of Board effectiveness and subsequent recommendation to identify and monitor risks to the public through the practice of occupational therapy, a practice risks register was created. Kim Woodland reviewed the report and responded to questions.

MOVED BY: Allan Freedman SECONDED BY: Elizabeth Gartner

THAT the Board receive the portion of the Risk Register about Practice Risks.

CARRIED

9.0 Finance

9.1 Financial Report

Allan Freedman introduced the financial report and stated that the College is on track with the budget with a \$523,912 surplus to date. The Statement of Financial Position and Statement of Operations align overall to the previous year, and if not, it is due to timing. There is \$3.5M of deferred registration fees remaining to be recognized as revenue over the remainder of the fiscal year. The College is on target to be in line with budget and continues to look for ways to minimize the projected deficit for the year, including delaying some projects. All statutory remittances and filings are up to date.

MOVED BY: Allan Freedman

SECONDED BY: Lucy Kloosterhuis

THAT the Board receive the FY 2024-2025 Q1 Financial Report, as presented

CARRIED

10.0 New Business

10.1 College Involvement in New Discipline Tribunal Process

Cara Moroney presented and explained the pilot Discipline Tribunal that has been in place for a few colleges over the past year. This process includes an adjudicator on each Discipline panel and Fitness to Practise Committee. She explained the rationale behind having an adjudicator participate on the Discipline Committee as a pilot and primary step before bringing the issue of joining the Health Professions Discipline Tribunal Pilot to the Board in 2025. Changes to the bylaws and Discipline Committee Terms of Reference are required in order to appoint an adjudicator to the committee. The Board held a discussion.

MOVED BY: Stacey Anderson SECONDED BY: Tina Siemens

THAT the Board amend the bylaws, including today's changes, to add an adjudicator to the composition of the Discipline and Fitness to Practise committees and other changes needed to enact this.

and

THAT the Board approve changes to the terms of reference including today's changes, for the Discipline and Fitness to Practise committees to add an adjudicator to the committee composition.

CARRIED

MOVED BY: Stacey Anderson SECONDED BY: Sarah Milton

THAT the Board appoint Mr. David Wright to the Discipline and Fitness to Practise committees for a three-year term, effective immediately.

CARRIED

MOVED BY: Stacey Anderson SECONDED BY: Elizabeth Gartner

THAT the Board recommend the College continue to review the process of participating in the Health Professions Discipline Pilot Tribunal (HPDPT) and to bring this forward to the Board for approval at a later date.

CARRIED

10.2 Additional Demographic Data Collection

Tim Mbugua explained that the College has a plan to expand demographic self-identification data collection from registrants to better understand the diversity of OTs in Ontario and to have information available that can help to address any inequities in OT care. The plan is to use the data set established by the Canadian Institute for Health Information (CIHI) on the collection of race-based data. Providing additional data will be voluntary. The Board held a discussion.

MOVED BY: Allan Freedman SECONDED BY: Tina Siemens

THAT the Board approve the collection of additional demographic data related to Indigenous and race identity.

CARRIED

10.3 Nominations Committee Policies and Appointment

10.3.1 (i) Screening, Selection and Appointment of Professional and Community Appointees, and (ii) Screening of Board Candidates and Academic Appointees

Elizabeth Gartner explained that as part of the governance modernization initiative to update all the Governance Policies, the Nominations Committee has developed two new policies which would replace existing policy, *GP17 Elections and Appointments of Professional Members*. The Board provided an additional recommendation for the policy on *Screening of Board Candidates and Academic Appointees*.

MOVED BY: Elizabeth Gartner SECONDED BY: Lucy Kloosterhuis

THAT the Board approve the following policies including today's changes:

- (i) Screening, Selection and Appointment of Professional and Community Appointees,
- (ii) Screening of Board Candidates and Academic Appointees.

CARRIED

10.3.2 Appointment (to Committees) of New Public Director

Adrian Malcolm, having earlier declared a conflict of interest, left the meeting for this item. Adrian Malcolm was recently appointed by the Ministry of Health to the Board as a Public Director. The Nominations Committee recommends that the Board appoint Adrian to serve on the Patient Relations and Quality Assurance committees, replacing departing public Director Sabrina Shaw.

MOVED BY: Lucy Kloosterhuis SECONDED BY: Stacey Anderson

THAT the Board appoint new public Director, Adrian Malcolm, to the Patient Relations and Quality Assurance committees, effective immediately.

CARRIED

10.4 Governance Policies

10.4.1 (i) Risk Management, and (ii) Strategic Planning

Vincent Samuel explained that as part of the governance modernization initiative to update all the Governance Policies, the Governance Committee reviewed existing policies *RL12 – Risk Management* and *GP15 – Commitment to Strategic Planning* and created two new policies which replace them.

MOVED BY: Vincent Samuel SECONDED BY: Julie Reinhart

THAT the Board approve the following policies:

- (i) Risk Management
- (ii) Strategic Planning

CARRIED

10.4.2 Role of Registrar & CEO and Bylaws

Sarah Milton and Stamatis Kefalianos explained that as part of the governance modernization initiative to update all the Governance Policies, the current policies related to the role of the registrar: CRL1 – *Global Council Registrar Linkage*, CRL2 – *Unity of Control*, CRL3 – *Accountability of the Registrar*, and *CRL4* – *Delegation to the Registrar* have been reviewed, revised and rolled into one new policy. The CRL1-CRL4 policies will be retired. Bylaw amendments are required.

MOVED BY: Sarah Milton

SECONDED BY: Elizabeth Gartner

THAT the Board approve the Role of Registrar & CEO policy and associated bylaw amendments.

CARRIED

10.4.3 (i) Board's Relationship with Registrar and College Staff, and (ii) Succession Plan for the Position of Registrar and Chief Executive Officer

Mary Egan and Stamatis explained that as part of the governance modernization initiative to update all the Governance Policies, the Governance Committee developed two new policies: Board's Relationship with Registrar and College Staff, and Succession Plan for the Position of Registrar & Chief Executive Officer, replacing existing policies: GP18-Registrar Replacement, and RL9-Emergency Registrar Replacement.

MOVED BY: Mary Egan

SECONDED BY: Stacey Anderson

THAT the Board approve the following governance policies:

- (i) Board's Relationship with Registrar and College Staff
- (ii) Succession Plan for the Position of Registrar and Chief Executive Officer

CARRIED

10.5 Artificial Intelligence (AI) Practice Resource Document

Stacey Anderson and Sandra Carter explained that a need was identified to provide guidance to OTs on the use of Artificial Intelligence (AI) in their practice and equally, to help the public understand what they can expect from OTs who use AI in practice. The Board provided additional recommendations.

MOVED BY: Stacey Anderson SECONDED BY: Julie Reinhart

THAT the Board approve the practice resource document about the use of artificial intelligence (AI) in occupational therapy practice, for publication, including today's changes.

CARRIED

10.6 Response to Coroner's Report

Stacey and Sandra explained that the College received a written request from the Chief Coroner's Office of Ontario to respond to a recommendation from the Geriatric and Long-Term Care Review Committee's (GLTCRC) report regarding the safety of certain specified equipment. The request to the College was to provide education to OTs about the potential dangers of transfer polls for patients with or without dementia. A response to the Coroner is expected by November 2024. The Board held a discussion.

MOVED BY: Stacey Anderson SECONDED BY: Elizabeth Gartner

THAT the Board approve the proposed practice resource about the safe use of transfer poles.

CARRIED

11.0 Education Day Debrief

The Board discussed the education day that was held on October 23, 2024, that related to two topics, governance and artificial intelligence. Members of the Board stated that the session was informative and would assist with their board work over the next year. The Board agreed that such educational activities are valuable, and they would like to continue with these opportunities.

12.0 Environmental Scan

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

13.0 Other Business

13.1 Board Meeting Evaluation for October 24, 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.

14.0 Next Meetings

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

15.0 Adjournment

There being no further business, the meeting was adjourned at 2:08p.m.

MOVED BY: Sarah Milton

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
October 24, 2024	THAT the Board approve the proposed practice resource about the safe use of transfer poles.	Complete
October 24, 2024	THAT the Board approve the practice resource document about the use of artificial intelligence (AI) in occupational therapy practice, for publication.	Complete
October 24, 2024	THAT the Board approve the following governance policies: (i) Board's Relationship with the Registrar and College Staff (ii) Succession Plan for the Position of Registrar and CEO	Complete
October 24, 2024	THAT the Board approve the following policies: (i) Risk Management (ii) Strategic Planning	Complete
October 24, 2024	THAT the Board appoint new public Director, Adrian Malcolm, to the Patient Relations and Quality Assurance committees, effective immediately.	Complete
October 24, 2024	THAT the Board approve the following policies: (i) Screening, Selection and Appointment of Professional and Community Appointees, (ii) Screening of Board Candidates and Academic Appointees	Complete
October 24, 2024	THAT the Board approve the collection of additional demographic data related to Indigenous and race identity.	Complete
October 24, 2024	THAT the Board recommend the College continue to review the process of participating in the Health Professions Discipline Pilot Tribunal (HPDPT) and to bring this forward to the Board for approval at a later date.	Complete
October 24, 2024	THAT the Board appoint Mr. David Wright to the Discipline and Fitness to Practise committees for a three-year term, effective immediately.	Complete

Board Meeting Date	Decisions	Current Status
October 24, 2024	THAT the Board amend the bylaws, including today's changes, to add an adjudicator to the composition of the Discipline and Fitness to Practise committees and other changes needed to enact this.	Complete
	and	
	THAT the Board approve changes to the terms of reference including today's recommendations, for the Discipline and Fitness to Practise committees to add an adjudicator to the committee composition.	
October 24, 2024	THAT the Board receive the portion of the Risk Register about Practice Risks.	Complete
October 24, 2024	THAT the Board approve the downgrading and removal of the Enterprise System from the report to the Board.	Complete
October 24, 2024	THAT the Board approve the Annual Report for the 2023-2024 fiscal year for distribution.	Complete
October 24, 2024	THAT the Board approve the Audited Financial Statements for the fiscal year ended May 31, 2024, as presented.	Complete
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: RL4 – Financial Planning & Budgeting RL5 – Financial Conditions & Activities RL6 – Asset Protection RL7 – Investments	Complete

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Board Meeting Date	Decisions	Current Status
	RL8 – External Audit	
	Establishing and Maintaining Reserve Funds	
	Honoraria	
	Education Session Costs	
	Board Reference Material – Guide to Review of Financial Information	