BOARD MEETING **MINUTES**

**Date:** Thursday, January 27, 2022 **time:** 9:00 a.m. – 3:30 p.m. via Zoom

**In Attendance:**

**Guests:**

Richard Steinecke, *legal counsel, Steinecke Maciura Leblanc (9.0)*

**Observers:**

Robyn Lepa, *OT Student*

Laxee Nithiyananthan, *Registrant*

Vivian Pang, *Ministry of Health*

**staff:**

Elinor Larney, *Registrar*

Julie Entwistle, *Deputy Registrar*

Sandra Carter, *Practice Consultant*

Leandri Engelbrecht, *Interim Manager Investigations & Resolutions*

Stamatis Kefalianos, *Manager, Regulatory Affairs*

Lesley Krempulec, *Practice Consultant*

Tim Mbugua, *Policy Analyst*

Brandi Park, *Manager, Registration*

Seema Singh-Roy, *Director, Finance and Corporate Services*

Nancy Stevenson, *Director, Communications*

Andjelina Stanier, *Executive Assistant, Scribe*

**directors:**

Jennifer Henderson, *Chair*

Paola Azzuolo

Neelam Bal

Donna Barker

Nicholas Dzudz

Mary Egan

Allan Freedman

Heather McFarlane

Carol Mieras

Aruna Mitra

Brittany O’Brien

Vincent Samuel

Stephanie Schurr

Teri Shackleton

Sabrina Shaw

Michelle Stinson

REGRETS:

1. Call to Order

Chair Jennifer Henderson welcomed everyone and called the meeting to order at 9:04 a.m.

1. Public Protection Mandate

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

1. Land Acknowledgement Statement and Commitment to Stronger Engagement\*

The Chair read out the statement on Land Acknowledgement and Commitment to Stronger Engagement (Appendix 1).

1. Declaration of Conflict of Interest

The Chair called for declarations of conflict of interest. None were made.

1. Approval of Agenda

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

MOVED BY: Carol Mieras

SECONDED BY: Allan Freedman

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

**CARRIED**

1. Consent Agenda

The Chair called for changes to the following Consent Agenda items:

* Registrar’s Written Report – January 27, 2022
* Draft Board Minutes – October 28, 2021
* Governance Minutes – September 9, 2021
* Governance Minutes – December 3, 2021
* Executive Minutes – October 8, 2021
* Executive Minutes – October 18, 2021
* Executive Minutes – November 29, 2021
* Finance, Audit and Risk Minutes – September 24, 2021

MOVED BY: Nick Dzudz

SECONDED BY: Michelle Stinson

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

**CARRIED**

1. Registrar’s Report
   1. Presentation: FY 21/22 Q2 Operational Projects Status Report

The Registrar reported on operational projects for 2021-2022 related to the strategic objectives for Year 2 of the 2020-2023 Strategic Plan.

* 1. Quarterly Performance Report

The Chair provided opportunity for discussion. No questions were raised. The Board expressed satisfaction with the quality and quantity of data and information provided.

MOVED BY: Vincent Samuel

SECONDED BY: Donna Barker

***THAT*** *the Board receives the Quarterly Report for Q2 of the 2021-2022 fiscal year.*

**CARRIED**

* 1. Risk Management Report

Elinor reported that there are no new risks, and remaining risk-levels remain the same as the previous quarter.

MOVED BY: Heather McFarlane

SECONDED BY: Neelam Bal

*THAT the Board receives the risk management report.*

**CARRIED**

* 1. Risk Management Process

Elinor explained that the Finance, Audit and Risk (FAR) Committee has been operating for over a year. One of its original functions was oversight of the entire Risk Management program. It is recommended at this time, that FAR continue to manage oversight of risk related to financial matters, but that Executive oversee the entire Risk Management program, and delegate risk, as appropriate, to other committees. It is further recommended that Chairs of the FAR and Governance Committees be officers of the Executive Committee. If approved, FAR name change and revisions to the terms of reference for both committees would be required.

MOVED BY: Vincent Samuel

SECONDED BY: Brittany O’Brien

*THAT the Board approves that the Executive Committee oversee the Risk Management program of the College, including assigning specific risks to other committee for further work, as needed.*

**CARRIED**

1. Finance
   1. FY21/22 Q2 Financial Report

Seema provided an overview of the FY21/22 Q2 Financial Report and responded to questions. The new visual format was well-received by the Board.

MOVED BY: Allan Freedman

SECONDED BY: Carol Mieras

***THAT*** *the Board receives the FY21/22 Q2 Financial Report, as presented.*

**CARRIED**

* 1. Appointment of Auditor

Seema explained that the auditor for the College is appointed every five years or as necessary. The current auditor, Hilborn LLP, was appointed in January 2017. She reviewed the process and criteria for selecting the auditor.

MOVED BY: Allan Freedman

SECONDED BY: Stephanie Schurr

***THAT*** *the Board approves the appointment of the auditor, Hilborn LLP, as presented.*

**CARRIED**

* 1. Reclassification on Future Financial Statements: Grouping Internally Restricted for Contingencies with Unrestricted

Seema explained that the College is an incorporated non-profit organization under the Income Tax Act, that claims an exemption from income tax under paragraph 149(1)(l). The College currently has a fund categorized as “Internally Restricted for Contingencies/Contingency Fund” which the College’s auditor advised the Canada Revenue Agency (“CRA”) could view as if the College was seeking to generate surpluses via non-incidental profits. The CRA guidelines indicate that in the absence of a particular threat, non-profit organizations should operate on a going concern basis (the assumption that an entity will remain in business for the foreseeable future). Based on this fact, and on auditor (Hilborn LLP) recommendations (as presented at the September 2021 FAR Committee meeting), there is no financial justification to categorize funds as Internally Restricted for Contingencies. To avoid challenges to the College’s non-profit status, it was recommended that the College combine the Internally Restricted for Contingencies Fund with the Unrestricted Fund on the Financial Statements. This would signal that the College was not seeking to maintain a large restricted operational reserve and place the College in a better reporting position with regards to CRA guidelines.

MOVED BY: Allan Freedman

SECONDED BY: Teri Shackleton

***THAT*** *the Board approves the reclassification of the Internally Restricted for Contingencies Fund to the Unrestricted Fund on our Financial Statements.*

**CARRIED**

* 1. Enterprise System Project Budget

Seema explained that the Enterprise System project is well underway however a budget increase of $175,125 is recommended at this time due to adjustments to timelines and increased scope of project which have affected vendor development and project management costs. The Board expressed hesitancy to approve any increases beyond this one, and to communicate such to the vendor and project manager.

MOVED BY: Allan Freedman

SECONDED BY: Brittany O’Brien

***THAT*** *the Board approves an increase to the Enterprise System Project budget and reserve fund, totaling $175,125*

**CARRIED**

1. Board Education

Richard Steinecke, College’s legal counsel, presented on *Risk Management Leadership*.

1. Governance
   1. Board Skills Assessment

This information was presented for information purposes only. The Chair of the Governance Committee, Jennifer Henderson, explained that 100% of Board members completed the skills assessment last December, and feedback was reviewed by the Governance committee in January. The results, provided as an average score, highlight strengths and areas for development. Board members expressed a need to delve deeper to better understand the needs for the lowest scoring skills: Financial Literacy, Technological Competence and Risk Management. Other comments centered on clearly defining benchmarks, threshold levels and acceptable ranges, and revising the assessment to define more clearly each competency level and skill, collect more detailed information by way of tick boxes, and present descriptive data.

* 1. Committee Chair/Composition Appointment Process

Elinor explained that it has been the role of the Executive to annually review and implement the process for the selection of committee Chairs and composition of committees. In our modernized governance model, the Governance Committee would assume this role from the Executive. The Executive Committee is recommending a new process to the Board, in that: The Chair of the Board automatically be the Chair of the Governance Committee, and an officer automatically be the Chair of the Finance, Audit and Risk Committee. Immediately following the election of officers at the March meeting, the new Executive would appoint the Governance Committee, and the Governance Committee would meet at their earliest opportunity or within two weeks to determine the draft slate of Chairs and committee composition for the upcoming year. The Board would then hold a virtual meeting, as soon as possible following the Governance Committee meeting to approve the Chair and committee composition.

MOVED BY: Vincent Samuel

SECONDED BY: Michelle Stinson

***THAT*** *the Board approves the change in process for appointment of committee Chairs and committee composition*

**CARRIED**

* 1. Appointment of the Officer Nominations Committee

Elinor explained that the Nominations Committee is appointed annually by the Board to oversee the officer election process which takes place at the March Board meeting. The committee is comprised of two or three Board members who are either retiring from the Board or who do not wish to stand for a position. The appointment of a combination of public and professional members is preferred but College bylaws do allow for all to be one or the other. Mary Egan, Paola Azzuolo and Neelam Bal volunteered to be appointed to the committee.

MOVED BY: Stephanie Schurr

SECONDED BY: Donna Barker

***THAT*** *the Board approves the appointment of Mary Egan, Paola Azzuolo and Neelam Bal to the Nominations Committee.*

**CARRIED**

* 1. Annual Board Evaluation/Self-Evaluation

Elinor explained that the Executive coordinates and facilitates the Annual Board Evaluation. Minor revisions to the evaluation were made in 2021 to align with governance modernization initiatives with no additional changes recommended for this year. The Executive Committee will review the feedback and the Chair will report back to the Board at the March meeting.

MOVED BY: Vincent Samuel

SECONDED BY: Brittany O’Brien

***THAT*** *the Annual Board Evaluation be implemented in January/February 2022.*

**CARRIED**

* 1. Elections Update – District 1

This item is for information purposes only. Elinor explained that nominations will close tomorrow in District 1 for professional members to fill three positions on the Board. If more than three nominations are received there will be an election and voting will take place February 17, 2022 – March 3, 2022.

* 1. Professional Committee Reappointment – Practice Subcommittee

A member of the Practice Subcommittee whose term will end in March, was put forward for reappointment.

MOVED BY: Heather McFarlane

SECONDED BY: Teri Shackleton

***THAT*** *the Board approves the reappointment of Shannon Honsberger to Practice Subcommittee for a second three-year term, commencing on March 8, 2022.*

**CARRIED**

* 1. Professional Committee Appointments – Practice Subcommittee

Two candidates were put forward to fill vacancies on the Practice Subcommittee

MOVED BY: Heather McFarlane

SECONDED BY: Neelam Bal

***THAT*** *the Board approves the appointment of Sophie Stasyna and Susan Cherian-Joseph to the Practice Subcommittee, each for a three-year term beginning on February 15, 2022.*

**CARRIED**

1. New Business
   1. Policy Review
      1. Honoraria & Allowable Expenses Policies - Review

Elinor explained that the Honoraria and Allowable Expenses Policies are reviewed by the Board on an annual basis. Changes to the Honoraria Policy are recommended to accurately reflect the actual time spent for half-day meetings given the use of virtual meetings during the pandemic, a practice which will likely continue to some degree once the pandemic is over. Both policies would go into effect in June 2022.

MOVED BY: Allan Freedman

SECONDED BY: Stephanie Schurr

***THAT*** *the Board approves the changes to the Honoraria Policy.*

**CARRIED**

MOVED BY: Allan Freedman

SECONDED BY: Neelam Bal

***THAT*** *the Board reviews and accepts the current Allowable Expenses Policy, including today’s minor wording change.*

**CARRIED**

* + 1. Board or Committee Meeting Policy

Elinor explained that during the COVID-19 pandemic, meetings have been held virtually out of necessity. The draft policy outlines guidelines for the scheduling of in-person and virtual meetings once the pandemic is over. A discussion ensued, with recommendations to adjust the language to make it more general and to remove all reference to the Covid-19 pandemic and focus primarily on how meetings are to be conducted. The policy will be reworked and brought back to the meeting in March.

MOVED BY: Vincent Samuel

SECONDED BY: Michelle Stinson

***THAT*** *the Board approves the Board or Committee meetings policy which will be enacted once it is safe to meet in person again.*

**DEFEATED**

MOVED BY: Sabrina Shaw

SECONDED BY: Stephanie Schurr

***THAT*** *the meeting pause for a short break.*

**CARRIED**

* + 1. Board and Committee Appointee Vaccination Policy

Elinor explained that a new policy was developed in follow up to recommendations received at the October Board meeting to define expectations for in-person meeting attendance with respect to health and safety measures due to the pandemic. A lengthy discussion ensued. Given the dynamic environment and evolving public health guidelines, the Board recommended the following changes to the policy: 1) Add “COVID” to the title, 2) Remove #2, 3) Add option of video/remote meetings, 4) Remove all references to testing, and 5) Add item on screening.

MOVED BY: Allan Freedman

SECONDED BY: Aruna Mitra

***THAT*** *the Board and Committee Appointee Vaccination Policy be approved, including today’s changes.*

**CARRIED**

* 1. Competencies for Occupational Therapists in Canada, *ACOTRO, ACOTUP, CAOT,* 2021

Elinor informed the Board that the new OT competencies are now complete, and the implementation phase has begun. Board members congratulated Elinor on her outstanding leadership and success in the development of this document.

MOVED BY: Heather McFarlane

SECONDED BY: Teri Shackleton

***THAT*** *the Board adopts the “Competencies for Occupational Therapists, 2021” for use at the College.*

**CARRIED**

**(Unanimous)**

* 1. Response to Coroner’s Request

Sandra explained that the College received a letter from the Coroner regarding safety concerns related to power recliner lift chairs for users with cognitive decline, with a request that the College develop a practice resource to warn of the danger. Several minor changes recommended by the Board today, will be incorporated into the final document.

MOVED BY: Heather McFarlane

SECONDED BY: Brittany O’Brien

***THAT*** *the Board approves the proposed practice resource to address the Coroner’s request related to the dangers of power recliner lift chairs for individuals with cognitive decline, as presented and including today’s minor changes.*

**CARRIED**

1. Environmental Scan

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

1. Other Business
   1. Board Meeting Evaluation

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

* 1. Annual Board Evaluation/Self-Evaluation

The Chair asked members to complete the electronic Annual Board Meeting Evaluation/Self-Evaluation and encouraged everyone to provide recommendations for future improvements.

1. Next Meetings

* Board Meeting: Thursday, March 24, 2022, 9:00 – 4:00, Location TBA
* Board Meeting: Thursday, June 23, 2022, 9:00 – 3:30, Location TBA

1. Adjournment

There being no further business, the meeting was adjourned at 3:20 p.m.

MOVED BY: Carol Mieras

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

**CARRIED**

**APPENDIX 1**

*\** **Land Acknowledgement and Commitment to Stronger Engagement**

*As an important part of our commitment to reconciliation, the College of Occupational Therapists of Ontario recognizes the traditional territories on which we live and work (physically or remotely) every day, across what is now known as Ontario. This includes distinct groups of First Nations Peoples: Algonquin, Mississauga, Ojibway****,*** *Cree, Odawa, Potowatomi, Delaware, and the Haudenosaunee – Mohawk, Onondaga, Oneida, Cayuga, Tuscarora, and Seneca.*

*Other Indigenous Nations also have long standing relationships with the land in parts of this province including the Wendat, and the Métis Nation.*

*To meaningfully engage with this community, the College has reviewed the Truth and Reconciliation Commission’s (TRC) report. Calls to Action 18-24 addresses the health disparities faced by Indigenous Peoples and how poor health outcomes are linked to the complex histories and ongoing realities of Indigenous peoples in Canada. In particular, we acknowledge how these disparities have been laid bare and magnified by the COVID-19 pandemic. The College and its registrants will work to reduce these health disparities by ensuring that OTs are competent to provide services that the community has a right to and is acceptable to them.*

**APPENDIX 2: Status of Implementation of Decisions of the Board**

| **Board Meeting Date** | **Decisions** | Current Status |
| --- | --- | --- |
| January 27, 2022 | ***THAT*** *the Board approves the proposed practice resource to address the Coroner’s request related to the dangers of power recliner lift chairs for individuals with cognitive decline, as presented and including today’s minor changes.* | Complete |
| January 27, 2022 | ***THAT*** *the Board adopts the “Competencies for Occupational Therapists, 2021” for use at the College.* | Complete |
| January 27, 2022 | ***THAT*** *the Board and Committee Appointee Vaccination Policy be approved, including today’s changes.* | Complete |
| January 27, 2022 | ***THAT*** *the Board approves the Board or Committee meetings policy which will be enacted once it is safe to meet in person again.* | In progress |
| January 27, 2022 | ***THAT*** *the Board reviews and accepts the current Allowable Expenses Policy, including today’s minor wording change.* | Complete |
| January 27, 2022 | ***THAT*** *the Board approves the changes to the Honoraria Policy.* | Complete |
| January 27, 2022 | ***THAT*** *the Board approves the appointment of Sophie Stasyna and Susan Cherian-Joseph to the Practice Subcommittee, each for a three-year term beginning on February 15, 2022.* | Complete |
| January 27, 2022 | ***THAT*** *the Board approves the reappointment of Shannon Honsberger to Practice Subcommittee for a second three-year term, commencing on March 8, 2022.* | Complete |
| January 27, 2022 | ***THAT*** *the Annual Board Evaluation be implemented in January/February 2022.* | Ongoing |
| January 27, 2022 | ***THAT*** *the Board approves the appointment of Mary Egan, Paola Azzuolo and Neelam Bal to the Nominations Committee.* | Complete |
| January 27, 2022 | ***THAT*** *the Board approves the change in process for appointment of committee Chairs and committee composition* | Complete |
| January 27, 2022 | ***THAT*** *the Board approves an increase to the Enterprise System Project budget and reserve fund, totaling $175,125* | Complete |
| January 27, 2022 | ***THAT*** *the Board approves the reclassification of the Internally Restricted for Contingencies Fund to the Unrestricted Fund on our Financial Statements.* | Complete |
| January 27, 2022 | ***THAT*** *the Board approves the appointment of the auditor, Hilborn LLP, as presented.* | Complete |
| January 27, 2022 | ***THAT*** *the Board approves that the Executive Committee oversee the risk management program of the College, including assigning specific risks to other committee for further work, as needed.* | Complete |
| October 28, 2021 | ***THAT*** *the College proceeds to develop and implement a mandatory vaccination policy for staff, Board, Committee members and relevant contracted service providers.* | Complete |
| March 25, 2021 | ***THAT*** *Council approves the draft revised Standards for the Prevention and Management of Conflict of Interest for public and stakeholder consultation.* | Implementation Pending |
| January 28, 2021 | ***THAT*** *Council approves a fulsome review of the Standards of Practice for the purposes of combining, streamlining and reducing redundancies to enhance ease of use.* | Ongoing |