



BOARD MEETING MINUTES

DATE: Thursday, January 25, 2024 **TIME:** 11:00 a.m. – 3:30 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:

Brittany O'Brien

GUESTS:

Deanna Williams, *Dundee Consulting Ltd.*
Carolyn Everson, *The Everson Group*

OBSERVERS:

Justine Jecker, *Registrant*
Marnie Lofsky, *Ontario Society of Occupational Therapists*
Tiffany Mak, *Ministry of Health (MOH)*

STAFF:

Elinor Larney, *Registrar & CEO*
Enrique Hidalgo, *Manager IT*
Grace Jacob, *Finance & Payroll Specialist*
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*

The Board Education Session on *Unconscious Bias*, facilitated by consultant Mona Ghiami, was held from 9:00 a.m. to 11:00 a.m.

1.0 Call to Order

Chair Teri Shackleton welcomed everyone and called the meeting to order at 11:00 a.m.

2.0 Public Protection Mandate

The Chair stated that the role of the Board is to come together to participate and collaborate in order to make the best decisions possible 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 any declarations of conflict of interest. Heather McFarlane declared a conflict for item 9.3. No other conflicts were declared.

5.0 Approval of Agenda

5.1 Board Agenda of January 25, 2024

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

MOVED BY: Nick Dzudz

SECONDED BY: Elizabeth Gartner

***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 January 25, 2024
2. Draft Board Minutes of October 26, 2023
3. Executive Minutes of October 11, 2023
4. Governance Minutes of November 10, 2023
5. Governance Minutes of August 31, 2023
6. Finance & Audit Minutes of September 26, 2023

MOVED BY: Neelam Bal

SECONDED BY: Stacey Anderson

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

CARRIED

7.0 Registrar's Report

7.1 Presentation: Q2 FY2023-2024 Operational Projects Status Report

The Registrar reported on the status of Q2 FY2023-2024 operational projects and responded to questions.

7.2 Q2 FY2023-2024 Quarterly Performance Report

The Quarterly Performance Report reflects committee activities for Q2 of FY2023-2024 related to the 2020-2024 Strategic Plan. The Board held a brief discussion.

MOVED BY: Vincent Samuel

SECONDED BY: Stephanie Schurr

***THAT** the Board receive the Quarterly Performance Report for Q2 FY2023-2024.*

CARRIED

7.3 Risk Management Report

Heather McFarlane stated that two critical risks, Human Health Resources, and Proposed Fee Increase, were added to the risk report in addition to the risk related to the Enterprise System Project. The College is closely monitoring these risks in the interest of public protection. A discussion was held, and the Registrar responded to questions.

MOVED BY: Heather McFarlane

SECONDED BY: Elizabeth Gartner

THAT the Board receive the Risk Management Report.

CARRIED

7.4 Presentation by Kim Woodland, Program Director: Canadian Institute for Health Information (CIHI) – Data from 2022 on Occupational Therapists in Ontario and Canada

8.0 Finance

8.1 Q2 FY2023-2024 Financial Report

Allan Freedman reported that the College is on track with budget. There is a surplus to date of \$251,057 once the Enterprise System project expenses are removed which are funded by the reserve fund. On the Statement of Financial Position, items are aligned to last year, or if not, it is due to timing. There is \$2.2M in deferred registration fees remaining to be recognized as revenue over the remainder of the fiscal year. On the Statement of Operations, all items are aligned with budget or reasons have been provided where not, most due to timing of invoices and expenses expected later in the year. All statutory remittances and filings are up to date.

MOVED BY: Allan Freedman

SECONDED BY: Heather McFarlane

THAT the Board receive the Q2 FY2023-2024 Financial Report, as presented.

CARRIED

9.0 Governance

9.1 Third Party Governance Assessment Report

Deanna Williams joined the meeting for this item. The College Performance Measurement Framework (CPMF) requires that Boards regularly assess their effectiveness by a third-party. Deanna was contracted to conduct this third-party assessment. Deanna reported that the Board demonstrates a high level of effectiveness in the interest of public protection. A brief discussion was held, and the Board agreed that the Governance Committee proceed to develop an action plan to address the report's recommendations for improvement and members were invited to share their ideas and suggestions with the Governance Committee.

MOVED BY: Vincent Samuel

SECONDED BY: Neelam Bal

THAT the Board receive the report prepared by the third-party consultant.

CARRIED

9.2 Appointments to Practice Subcommittee

The Board was asked to consider the appointments of Lori Desjardine and Anuradha Banavalikar as committee appointees to fill two vacancies on the Practice Subcommittee. These were the first candidates to be interviewed and assessed under the expanded role of the Nominations Committee.

MOVED BY: Heather McFarlane

SECONDED BY: Lucy Kloosterhuis

***THAT** the Board appoint Lori Desjardine and Anuradha Banavalikar as professional committee appointees to the Practice Subcommittee, each for a three-year term, commencing January 26, 2024.*

CARRIED

9.3 Reappointment to Quality Assurance Subcommittee

Heather McFarlane left the meeting having earlier declared a conflict of interest for this item. The Board was asked to consider the reappointment of Candice Silver as a committee appointee to the Quality Assurance Subcommittee for a second three-year term. Heather McFarlane returned to the meeting at the conclusion of this item.

MOVED BY: Elizabeth Gartner
SECONDED BY: Neelam Bal

***THAT** the Board reappoint Candice Silver as a professional committee appointee to the Quality Assurance Subcommittee for a three-year term, commencing April 1, 2024.*

CARRIED

9.4 Nominations Committee Update

Stamatis reported that following the Board decision to expand the role of the Nominations Committee to include the recruitment and selection process of committee appointees, the committee proceeded to develop and implement a process and tools to this effect. The committee has completed its first recruitment of two candidates to the Practice Subcommittee. The recruitment process and tools were further refined and will be used in the future to recruit approximately 12 new candidates to fill vacancies on various committees created by the separation of Board and committee membership. The Nominations Committee also oversees the executive officer nominations process, and selection of committee chairs for recommendation to the Board, both processes currently underway.

9.5 Committee Chair Interest Survey

This item was briefly addressed under item 9.4.

10.0 New Business

10.1 Draft 2024-2027 Strategic Plan, Strategic Priorities and Updated Values

Carolyn Everson joined the meeting for this item. Over the past several months, Consultant Carolyn Everson worked with the Strategic Planning Working Group to prepare the draft 2024-2027 Strategic Plan, for implementation June 1, 2024, and to update the College values, effective immediately if approved today. The Board held a discussion and provided several recommendations which will be incorporated.

MOVED BY: Vincent Samuel
SECONDED BY: Sabrina Shaw

***THAT** the Strategic Priorities and updated Values be approved by the Board, including today's recommended changes.*

CARRIED

10.2 Registration Fee Bylaw Changes

Allan explained that in 2023, the Board approved a year-over-year registration fee increase of up to 2% for a period of no more than five years. To this effect, stakeholder consultations to amend the bylaws to reflect this increase were required. The 60-day consultation was conducted in November and December 2023, and 404 responses (representing less than 0.6% of the total registrant base) were received. In preparation for this meeting, the Finance and Audit Committee read every response and a summary of the results and themed examples were prepared for Board consideration today. Should these amendments be approved, implementation of the registration fee increase would be in effect for the 2024-2025 annual renewal period.

MOVED BY: Allan Freedman

SECONDED BY: Stephanie Schurr

THAT the Board approve the proposed amendments to Part 18 of the College bylaws related to fees.

CARRIED Unanimously

10.3 Policy Review – Allowable Expenses & Honoraria

Allan explained that the Allowable Expenses and Honoraria policies are reviewed on an annual basis. A minimal change to the Allowable Expenses policy is recommended to reflect Canada Revenue Agency (CRA) rates on kilometer reimbursements. This is the only change recommended at this time.

MOVED BY: Allan Freedman

SECONDED BY: Stacey Anderson

THAT the Board approve the amendments to the Allowable Expenses Policy.

CARRIED

10.4 Advisory Committees – Terms of Reference

The Board reviewed the terms of reference put forward for approval today for the two advisory panels which were initially convened in 2021, the Equity Perspectives and Indigenous Insights panels. The College has undertaken to implement changes as to how it engages with the panels related to the College Equity, Diversity, and Inclusion project plan. The Board held a discussion and provided several recommendations which will be incorporated.

MOVED BY: Heather McFarlane

SECONDED BY: Christine Funk

THAT the Board approve the Terms of Reference for the Equity Perspectives and Indigenous Insights Advisory committees, as presented and including today's recommended changes.

CARRIED

10.5 Governance Policies

The following new and current amended governance policies were brought forward for consideration today. The Board provided several recommendations which will be incorporated.

GP4 Board Governance Role
GP8 Role of Individual Board Directors and Committee Appointees
RL15 Social Media
GP20 Consent Agenda
GP19 Equity Impact Assessment
RL14 Virtual Meeting
RL13 In Camera Sessions
GP7 Code of Conduct
GP13 Confidentiality and Disclosure of College Information
GP12 Conflict of Interest

MOVED BY: Vincent Samuel
SECONDED BY: Sarah Milton

THAT the Board approve the following new and current policies: Board Governance Role, Role of Individual Board Directors and Committee Appointees, Social Media, Consent Agenda, Equity Impact Assessment, Virtual Meeting, In Camera Sessions, Code of Conduct, Confidentiality and Disclosure of College Information, and Conflict of Interest, including today's recommended changes.

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 for January 25, 2024

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

12.2 Annual Board Evaluation for 2023-2024

The Chair reminded members to complete the Annual Board Evaluation and to provide recommendations for future improvements.

12.3 Annual Board Member Self-Evaluation for 2023-2024

The Chair reminded members to complete the Annual Board Member Self-Evaluation and to provide suggestions to address learning needs.

13.0 Next Meetings

- Board Meeting: April 4, 2024, 9:00 a.m. – 4:00 p.m., at the College
- Board Meeting: June 20, 2024, 9:00 a.m. – 3:30 p.m., at the College

14.0 Adjournment

There being no further business, the meeting was adjourned at 3:22 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
January 25, 2024	THAT the Board approve the following new and current policies: Board Governance Role, Role of Individual Board Directors and Committee Appointees, Social Media, Consent Agenda, Equity Impact Assessment, Virtual Meeting, In Camera Sessions, Code of Conduct, Confidentiality and Disclosure of College Information, and Conflict of Interest, including today's recommended changes.	Complete
January 25, 2024	THAT the Board approve the Terms of Reference for the Equity Perspectives and Indigenous Insights Advisory committees, as presented and including today's recommended changes.	Complete
January 25, 2024	THAT the Board approve the amendments to the Allowable Expenses Policy.	Complete
January 25, 2024	THAT the Board approve the proposed amendments to Part 18 of the College bylaws related to fees.	Complete
January 25, 2024	THAT the Strategic Priorities and updated Values be approved by the Board, including today's recommended changes.	Complete
January 25, 2024	THAT the Board reappoint Candice Silver as a professional committee appointee to the Quality Assurance Subcommittee for a three-year term, commencing April 1, 2024.	Complete
January 25, 2024	THAT the Board appoint Lori Desjardine and Anuradha Banavalikar as professional committee appointees to the Practice Subcommittee, each for a three-year term, commencing January 26, 2024.	Complete
January 25, 2024	THAT the Board receive the report prepared by the third-party consultant.	Complete
January 26, 2023	THAT the Board restructure the electoral districts, establishes a Nominations Committee, and reduces the overlap of Board and statutory committees using a volunteer method.	Ongoing