



## BOARD MEETING MINUTES

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**DATE:** Thursday, June 22, 2023

**TIME:** 11:00 a.m. – 3:30 p.m.

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### In Attendance:

#### **DIRECTORS:**

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

#### **REGRETS:**

Sarah Milton  
Brittany O'Brien

#### **GUESTS:**

Rebecca Durcan, *Steinecke Maciura LeBlanc*

#### **OBSERVERS:**

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

#### **STAFF:**

Elinor Larney, *Registrar & CEO*  
Amreet Bath, *Project Manager*  
Archana Bhuvitharan, *Quality Assurance Lead*  
Idil Sofia Egeh, *Coordinator, Data & Process Improvement*  
Leandri Engelbrecht, *Manager, Registration*  
Grace Jacob, *Finance & Payroll Specialist*  
Stamatis Kefalianos, *Director, Regulatory Affairs*  
Lesley Krempulec, *Manager, Quality Assurance*  
Seema Singh-Roy, *Director, Finance, People & Corporate Services*  
Nancy Stevenson, *Director of Communications*  
Leah Thiffault, *Case Manager, I&R*  
Kim Woodland, *Program Director*  
Andjelina Stanier, *Executive Assistant, Scribe*

The Board Orientation Session presented by Rebecca Durcan, was held from 9:00 a.m. to 11:00 a.m. (Closed to the public).

### **1.0 Call to Order**

Chair Teri Shackleton welcomed everyone and called the meeting to order at 11:15 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 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. None were made.

## **5.0 Approval of Agenda**

### **5.1 Board Agenda – June 22, 2023**

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

MOVED BY: Neelam Bal

SECONDED BY: Heather McFarlane

***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 June 22, 2023
2. Draft Board Minutes of March 30, 2023
3. Draft Officer Elections Minutes of March 30, 2023
4. Draft Board Minutes of April 21, 2023
5. Executive Minutes of March 6, 2023
6. Executive Minutes of March 30, 2023
7. Governance Minutes of March 7, 2023
8. Governance Minutes of April 11, 2023
9. Finance & Audit Minutes of March 16, 2023

MOVED BY: Lucy Kloosterhuis

SECONDED BY: Stephanie Schurr

***THAT** the Board adopts the Consent Agenda.*

**CARRIED**

## **7.0 Registrar Evaluation Process**

The Chair stated that the 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.

## **8.0 Registrar's Report**

### **8.1 Presentation: Q4 FY2022-2023 Operational Projects Status and 2022-2023 Year-End Reports**

The Registrar reported on the status of Q4 FY2022-2023 operational projects, and 2022-2023 year-end status of operational initiatives for FY2022-2023.

### **8.2 Quarterly Performance Report**

Heather McFarlane stated that the Quarterly Performance Report reflects committee activities for FY2022-2023 related to the 2020-2024 Strategic Plan. Today's focus was on Q4 activities. A brief discussion was held.

MOVED BY: Heather McFarlane

SECONDED BY: Neelam Bal

*THAT the Board receives the Quarterly Performance Report for Q4 FY2022-2023.*

**CARRIED**

### **8.3 Risk Management Report**

Vincent Samuel stated that the Board which is tasked with overseeing the Risk Management Program previously delegated this task to the Executive Committee. Review of the entire Risk Register is performed annually by the Executive Committee, with the most recent review having taken place on May 31, 2023. Two risks were downgraded to a low or moderate level. The Executive Committee recommends their removal from the report to the Board. The remaining risk, Enterprise System, will remain until the program has been implemented later this year.

MOVED BY: Vincent Samuel

SECONDED BY: Allan Freedman

*THAT the Board receives the Risk Management Report.*

**CARRIED**

MOVED BY: Vincent Samuel

SECONDED BY: Allan Freedman

*THAT the Board removes Risk #1 (Regulatory Modernization) and Risk #3 (Turnover Impact) from the report to the Board.*

**CARRIED**

## **9.0 Finance**

### **9.1 Presentation: Board Orientation – Financial Matters**

Seema Singh-Roy presented and responded to questions.

### **9.2 FY2023-2024 Annual Operating Budget**

Allan Freedman reported that the annual operating budget for FY 2023-2024 is in an overall deficit position within 7% of revenues. The deficit is in line with expectations as previously communicated throughout the year. This deficit will be funded by the College's unrestricted reserve fund which at present holds a balance of approximately \$2M. Once this projected deficit is removed, the fund will hold approximately \$1.6M which represents 4 months' worth of operating expenses on hand. The goal of the College for this fund is to land at or around the 6–9-month mark.

MOVED BY: Allan Freedman

SECONDED BY: Neelam Bal

*THAT the Board approves the FY 2023-2024 Annual Operating Budget, as presented.*

**CARRIED**

## 10.0 Governance

### 10.1 Appointments to the Nominations Committee

An addendum to the original briefing note was circulated to the Board prior to the meeting today. The original motion was set aside. Stephanie Schurr stated that with the Board decision last January to proceed with the expansion of the role of the Nominations Committee, the first step was to select individuals who will serve on the Nominations Committee. A call for candidates was made in May and interviews were conducted in June. The Governance Committee reviewed the candidates and selected three individuals to serve on the Nominations Committee.

MOVED BY: Stephanie Schurr

SECONDED BY: Vincent Samuel

***THAT** the Board appoints Greg Clarke, Jennifer Henderson, and Peter Shenfield to the Nominations Committee effective July 1, 2023 for a three-year term.*

**CARRIED** (Abstention: Nick Dzudz)

### 10.2 Governance Policy Review – Finance Policies

Allan stated that it is the responsibility of the Finance and Audit Committee (FAC) to annually review and amend financial policies as required. The FAC reviewed the following policies and guidelines and recommends no changes at this time:

1. RL4 – Financial Planning and Budgeting
2. RL5 – Financial Conditions and Activities
3. RL6 – Asset Protection
4. RL7 – Investments
5. RL8 – External Audit
6. Allowable Expenses – Guidelines for Board Directors or Committee Appointees
7. Establishing and Maintaining Reserve Funds – Guidelines for Board Directors
8. Education Session Costs – Guidelines for Public and Professional Board Directors
9. Board Reference Material – Guide for Review of Financial Information

MOVED BY: Allan Freedman

SECONDED BY: Heather McFarlane

***THAT** the Board approves the Financial and Audit Governance Policies as presented.*

**CARRIED**

## 11.0 New Business

### 11.1 Honoraria Policy Revisions

Vincent explained that revisions to the Honoraria Policy are recommended to include an hourly rate option for virtual meeting attendance, effective July 1, 2023. The Board provided several additional recommendations for clarity.

MOVED BY: Vincent Samuel

SECONDED BY: Stacey Anderson

***THAT** the Board approves the proposed amendments to the Honoraria Policy as presented, including today's changes.*

**CARRIED**

## **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 Farewell**

The Board wished Donna Barker farewell as her term on the Board will end on June 30. Donna has served as a Board member for over six years. Vincent spoke about Donna's extensive professional career as well as her Board and committee work. Donna expressed her appreciation for the opportunity to serve and said that while the work was interesting and stimulating, she would mostly miss the people.

## **14.0 Other Business**

### **14.1 Board Meeting Evaluation**

Members were asked to complete the electronic Board Meeting Evaluation for today's meeting and were encouraged to provide recommendations for future improvements.

## **15.0 Next Meetings**

- Board Education Session/Strategic Planning – October 25, 2023 (Full day, Location TBD)
- Board Meeting: October 26, 2023, 9:00 a.m. – 3:30 p.m., at the College
- Board Meeting: January 25, 2024, 9:00 a.m. – 3:30 p.m., at the College
- 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

## **16.0 Adjournment**

There being no further business, the meeting was adjourned at 2:50 p.m.

MOVED BY: Neelam Bal

***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**

<b>Board Meeting Date</b>	<b>Decisions</b>	<b>Current Status</b>
June 22, 2023	<i><b>THAT</b> the Board approves the proposed amendments to the Honoraria Policy as presented, including today's changes</i>	Complete
June 22, 2023	<i><b>THAT</b> the Board approves the Financial and Audit Governance Policies as presented.</i>	Complete
June 22, 2023	<i><b>THAT</b> the Board appoints Greg Clarke, Jennifer Henderson, and Peter Shenfield to the Nominations Committee effective July 1, 2023 for a three-year term.</i>	Complete
June 22, 2023	<i><b>THAT</b> the Board approves the FY 2023-2024 Annual Operating Budget, as presented.</i>	Complete
June 22, 2023	<i><b>THAT</b> the Board removes Risk #1 (Regulatory Modernization) and Risk #3 (Turnover Impact) from the report to the Board.</i>	Complete
January 26, 2023	<i><b>THAT</b> the Board restructures the electoral districts, establishes a Nominations Committee, and reduces the overlap of Board and statutory committees using a volunteer method.</i>	Ongoing