



## BOARD MEETING MINUTES

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**DATE:** Thursday, October 26, 2023    **TIME:** 9:00 a.m. – 3:30 p.m.

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### 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:**

Blair MacKenzie, *Hilborn LLP*  
Usman Paracha, *Hilborn LLP*

#### **OBSERVERS:**

Tiffany Mak, *Ministry of Health (MOH)*  
Deanna Williams, *Dundee Consulting Group Ltd.*

#### **STAFF:**

Elinor Larney, *Registrar & CEO*  
Leandri Engelbrecht, *Manager of Registration*  
Enrique Hidalgo, *IT Manager*  
Grace Jacob, *Finance & Payroll Specialist*  
Stamatis Kefalianos, *Director, Regulatory Affairs*  
Lesley Krempulec, *Manager, Quality Assurance*  
Seema Singh-Roy, *Director, Finance, People & Corporate Services*  
Kim Woodland, *Program Director*  
Andjelina Stanier, *Executive Assistant, Scribe*

### **1.0 Call to Order**

Chair Teri Shackleton welcomed everyone and called the meeting to order at 9:02 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 declarations of conflict of interest. She acknowledged and stated that for item 11.1 *Registration Fee Increase*, professional directors have an inherent conflict of interest, however it should only be declared if it poses a hindrance to making an objective decision. No conflicts were declared.

### **5.0 Approval of Agenda**

**5.1** Board Agenda of October 26, 2023

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

MOVED BY: Neelam Bal

SECONDED BY: Stephanie Schurr

*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 26, 2023
2. Draft Board Minutes of June 22, 2023
3. Executive Minutes of September 6-7, 2023
4. Executive Minutes of June 2, 2023
5. Executive Minutes of May 31, 2023
6. Governance Minutes of June 15, 2023
7. Governance Minutes of May 15, 2023
8. Finance & Audit Minutes of May 23, 2023
9. Finance & Audit Minutes of August 23, 2023
10. Nomination Committee Minutes of August 30, 2023
11. Memo: Nominations Committee October 26, 2023

MOVED BY: Heather McFarlane

SECONDED BY: Elizabeth Gartner

*THAT the Board adopt the Consent Agenda as listed.*

**CARRIED**

## **7.0 Audited Financial Statements / Annual Report**

### **7.1 FY2022-2023 Audited Financial Statements**

Auditors Blair MacKenzie and Usman Paracha of Hilborn LLP joined the meeting and provided the Independent Audit Report for the 2022-2023 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, 2023. 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: Allan Freedman

SECONDED BY: Neelam Bal

*THAT the Board approve the Audited Financial Statements for the fiscal year ending May 31, 2023, as presented.*

**CARRIED**

## **7.2 Acceptance of 2023 Annual Report**

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

MOVED BY: Heather McFarlane

SECONDED BY: Neelam Bal

***THAT** the Board approve the Annual Report for the 2022-2023 fiscal year for distribution.*

**CARRIED**

## **8.0 Registrar's Report**

### **8.1 Presentation: Q1 FY2023-2024 Operational Projects Status Report**

The Registrar reported on the status of Q1 FY2023-2024 operational projects and responded to questions. She noted that unconscious bias training is planned for the January 2024 Board Meeting, and at time during the winter months, for committee and community appointees and staff as well.

### **8.2 Q1 FY2023-2024 Quarterly Performance Report**

Vincent Samuel stated that the Quarterly Performance Report reflects committee activities for Q1 of FY2023-2024 related to the 2020-2024 Strategic Plan.

MOVED BY: Vincent Samuel

SECONDED BY: Lucy Kloosterhuis

***THAT** the Board receive the FY2023-2024 Q1 Quarterly Performance Report*

**CARRIED**

### **8.3 Risk Management Report**

Heather stated that the task of overseeing the Risk Management Program was previously delegated by the Board to the Executive Committee. The Executive Committee reports quarterly to the Board on high-risk items and performs an annual review of the entire Risk Register every spring. In addition to the existing Enterprise System high-risk item, two additional high risks were added: Health Human Resources and Proposed Registration Fee Increase.

MOVED BY: Heather McFarlane

SECONDED BY: Sarah Milton

***THAT** the Board receive the Risk Management Report.*

**CARRIED**

## **9.0 Finance**

### **9.1 Q1 FY2023-2024 Financial Report**

Allan Freedman reported that the College is on track with budget. There is a surplus of \$409K once the Enterprise System Project expenses, which are funded by the reserve fund, are removed. The Statement of Financial Position indicates that most items are aligned to last year or if not, it is due to timing. There are \$3.3M of deferred registration fees remaining to be

recognized as revenue over the remainder of the year. The Statement of Operations indicates that all items are either on budget or slightly above or slightly below depending on timing. All statutory remittances and filings are up to date.

MOVED BY: Allan Freedman

SECONDED BY: Neelam Bal

*THAT the Board receive the FY2023-2024 Q1 Financial Report, as presented.*

**CARRIED**

## **10.0 Governance**

### **10.1 Strategic Planning Follow Up**

The Board was asked to appoint six directors to serve on a short-term working group to complete the follow-up work after the strategic planning exercise. The goal is to bring the final draft 2024-2027 Strategic Objectives to the January Board meeting for approval.

MOVED BY: Vincent Samuel

SECONDED BY: Heather McFarlane

*THAT the Board appoint the following Directors to the Strategic Planning Working Group: Vincent Samuel, Lucy Kloosterhuis, Teri Shackleton, Stephanie Schurr, Neelam Bal, and Sarah Milton.*

**CARRIED**

### **10.2 Committee Reappointment to the Inquiries, Complaints and Reports Committee (ICRC)**

Neelam explained that Roselle Adler has completed one term on the ICRC and is eligible for a second term. The ICRC voted to recommend her reappointment at their last meeting.

MOVED BY: Neelam Bal

SECONDED BY: Stacey Anderson

*THAT the Board reappoint Roselle Adler to the Inquiries Complaints and Reports Committee as a Professional Committee Appointee for a second three-year term commencing on November 1, 2023.*

**CARRIED**

### **10.3 Board Evaluation**

This item is for information only. Elinor reported that consultant Deanna Williams is observing the meeting today for the purpose of evaluating how the Board functions. This third-party evaluation of the Board is part of the ministry's reporting requirements related to the College Performance Measurement Framework (CPMF). A brief survey will be circulated over the next two weeks to Directors and Senior Leadership, and Deanna will report back to the Board at the January meeting.

## **11.0 New Business**

### **11.1 Registration Fee Increase & Bylaws**

Allan explained that a registration fee of 2% for the 2024-2025 annual renewal year is proposed in order for the College to maintain healthy reserve funds and comply with the

Registrar's obligations and be within Canada Revenue Agency (CRA) guidelines. Registration fees were last raised over 15 years ago. Earlier this year, the Board approved a year-over-year registration fee increase of between 1% and 2% for a period of no more than five years. If approved, this increase would require a Bylaw change and circulation prior to final Board approval in January 2024. Discussion ensued.

MOVED BY: Allan Freedman

SECONDED BY: Elizabeth Gartner

***THAT the Board approve the Bylaws for consultation as required by the Regulated Health Professions Act, 1991, to allow the College to raise registration fees by up to 2% in each of the next five years.***

**CARRIED**

MOVED BY: Allan Freedman

SECONDED BY: Neelam Bal

***THAT the Board approve the proposed 2% increase to registration fees for the upcoming 2024-2025 annual renewal period.***

**CARRIED**

#### **11.2 Ratification of Executive Decision**

Vincent explained that the Board, in June 2023, appointed three members to serve on the Nominations Committee. At their first meeting in August, Jennifer Henderson was selected to Chair the committee and a recommendation was put forward for her appointment. The Executive Committee approved the appointment so that the committee could begin its work. The decision was brought to the Board today, for ratification.

MOVED BY: Vincent Samuel

SECONDED BY: Stephanie Schurr

***THAT the Board ratify the decision of the Executive Committee to appoint Jennifer Henderson as Chair of the Nominations Committee.***

**CARRIED**

#### **11.3 Privacy Legislation and Occupational Therapy Practice**

Heather explained that the new draft document *Privacy Legislation and Occupational Therapy Practice, 2023*, was developed by the College to provide guidance for occupational therapists to understand the privacy legislation that applies to their practice. Board members expressed their utmost satisfaction for the document's thoroughness and clarity and stated that it will be a valuable resource. Two minor wording changes will be incorporated into the final document.

MOVED BY: Heather McFarlane

SECONDED BY: Stacey Anderson

***THAT the Board approve the document: Privacy Legislation and Occupational Therapy Practice, 2023, for distribution, including today's changes.***

**CARRIED**

#### **11.4 Board and Committee Competency Profile Data Collection Policy**

Stamatis explained that in October 2021, the Board approved in part the Skills and Diversity Matrix Tool and process as recommended by the ministry, to assess and ensure that committee members wishing to stand for election or be appointed to a committee have met the pre-defined skills and competencies. At that meeting, concerns were raised about anonymity and confidentiality, and how information would be stored and who would have access. A new draft policy addressing the concerns was developed and is presented today for consideration. Discussion ensued.

MOVED BY: Allan Freedman

SECONDED BY: Stacey Anderson

***THAT** the Board approve the Board and Committee Competency Profile Data Collection Policy.*

**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 Other Business**

##### **13.1 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.

#### **14.0 Next Meetings**

- 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

#### **15.0 Adjournment**

There being no further business, the meeting was adjourned at 11:45 a.m.

MOVED BY: Heather McFarlane

***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>
October 26, 2023	<b>THAT</b> the Board approve the Board and Committee Competency Profile Data Collection Policy.	Complete
October 26, 2023	<b>THAT</b> the Board approve the document: Privacy Legislation and Occupational Therapy Practice, 2023, for distribution, including today's changes.	Complete
October 26, 2023	<b>THAT</b> the Board ratify the decision of the Executive Committee to appoint Jennifer Henderson as Chair of the Nominations Committee.	Complete
October 26, 2023	<b>THAT</b> the Board approve the proposed 2% increase to registration fees for the upcoming 2024-2025 annual renewal period.	Complete
October 26, 2023	<b>THAT</b> the Board approve the bylaws for consultation as required by the Regulated Health Professions Act, 1991, to allow the College to raise registration fees by up to 2% in each of the next five years.	Complete
October 26, 2023	<b>THAT</b> the Board appoint the following Directors to the Strategic Planning Working Group: Vincent Samuel, Lucy Kloosterhuis, Teri Shackleton, Stephaie Schurr, Neelam Bal, and Sarah Milton	Complete
January 26, 2023	<b>THAT</b> the Board restructure the electoral districts, establishes a Nominations Committee, and reduces the overlap of Board and statutory committees using a volunteer method.	Ongoing