

**DRAFT IN CAMERA BOARD MEETING MINUTES**  
**May 17, 2021**  
**2:00 PM to 4:15 PM**  
**by zoom**

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Attendees: Mr. Bryan Todd, RO, Chair, Elected Member  
Mr. Stephen Kinsella, Vice-Chair, Public Member  
Mr. Murray Angus, Public Member  
Ms. Diana Bristow, Public Member  
Mr. Omar Farouk, Public Member  
Ms. Peggy Judge, Public Member  
Ms. Ingrid Koenig, RO, Elected Member  
Ms. Elsa Lee, RO, Elected Member  
Mr. Samir Modhera, RO, Elected Member  
Ms. Neda Mohammadzadeh, RO, Elected Member  
Ms. Dorina Reiz, RO, Elected Member  
Mr. Henry Wiersema, Public Member

Regrets: Ms. Amber Fournier, RO, Elected Member  
Mr. Mike Smart, RO, Elected Member

Administration: Mr. Fazal Khan, RO, Registrar, CEO  
Ms. Amy Stein, Acting Deputy Registrar and General Counsel  
Ms. Carolyn Robertson, Manager, Communications and Executive Office

Guests: Ms. Sarah Butson, Meeting Facilitator  
Ms. Karen Fryday-Field, Governance Consultant  
Ms. Anita Chang, Ernst and Young  
Mr. Graham Deans, Ernst and Young

### **11.1 In Camera Session**

MOTION: TO APPROVE KAREN FRYDAY FIELD'S PARTICIPATION IN THE IN CAMERA SESSION

MOVED: O. FAROUK

SECONDED: M. ANGUS

FOR: 12

AGAINST: 0

ABSTAINED: 0

**MOTION:** TO APPROVE ANITA CHANG, GRAEME DEAN AND MARY GEORGE'S PARTICIPATION IN THE IN CAMERA SESSION

(Note: it was originally expected that Mary George would attend, and she was then unable to.)

**MOVED:** I. KOENIG  
**SECONDED:** N. MOHAMMADZEDAH

**FOR:** 12  
**AGAINST:** 0  
**ABSTAINED:** 0

### **11.2 In-Camera Minutes**

**MOTION:** TO APPROVE THE IN CAMERA MINUTES OF FEBRUARY 22, 2021.

**MOVED:** N. MOHAMMADZEDAH  
**SECONDED:** S. KINSELLA

**VOTE:** **CARRIED**

**FOR:** 12  
**AGAINST:** 0  
**ABSTAINED:** 0

### **11.3 Access to the Virtual Boardroom**

F. Khan presented on recent security changes that were made to the virtual boardroom. Access for all board and committee/panel materials is now restricted to materials from the current calendar year. Board and committee members who require access to materials from prior years can request the info through staff. The rationale for the change was to strengthen existing security measures, in particular where conflicts may exist between certain panels and/or committees.

Board members were asked to provide feedback on the changes. It was noted that for some committees, and for governance in particular, Board or committee members may want to look at historic information in order to better understand and contribute to the committee's work.

The Board decided to park the issue for further discussion and directed administration to provide additional information on potential conflicts between panels and committees at the next in camera meeting.

### **11.4 Registrar Performance Review**

B. Todd provided an overview of the new process that was followed this year to carry out the Registrar, CEO's performance evaluation. The relevant policy was approved by the Board in 2020, together with an appendix containing a formula for determining compensation.

K. Fryday-Field presented a summary of the report prepared by the Performance Evaluation Sub-Committee with the Board. Board members requested that one additional point be added to the summary that highlights the Registrar, CEO's exemplary teamwork and leadership.

**MOTION:** TO APPROVE THE PERFORMANCE EVALUATION SUMMARY, AS AMENDED

**MOVED:** S. Kinsella

**SECONDED:** O. Farouk

**VOTE:** CARRIED

**FOR:** 12

**AGAINST:** 0

**ABSTAINED:** 0

### **11.5 Integration Readiness Project**

A. Chang, and G. Deans from Ernst & Young presented a summary of the Integration Readiness Study to the Board. The study found that the COO was significantly more ready for further amalgamation exploration than any of its peer organization.

Potential next steps include carrying out a study to determine the costs and value of integration with a like-College and develop a roadmap of activities for various integration scenarios.

### **11.6 Committee Evaluation Results and Action plan**

D. Bristow presented the Committee Evaluation Results and Action Plans to the Board. This information as presented for information only and will be shared with individual committees following the meeting.

### **11.7 Life Member Designations**

A. Jeremian presented four applications for life membership. All applicants met the eligibility criteria set out in the by-laws, however she noted that one applicant, Stephen Man-Kwong Cheng, has an entry on the public register that indicates that he appeared before a panel of the ICRC to receive an oral caution in 2019.

The Board identified that there was a need to develop a policy for how to address life member applicants who have conduct histories. Accordingly, the Board determined not to approve Mr. Cheng's applicant at this time, but indicated that he should be invited to re-apply at a later date.

**MOTION:** TO GRANT LIFE MEMBERSHIP STATUS TO:

A) SHARON MARGARET DUECK

B) JOHN JOSEPH KEARNS

C) FREDERICK SEEPERSAD

MOVED: N. MOHAMMADZEDAH  
SECONDED: S. MODHERA

**VOTE: CARRIED**

FOR: 12  
AGAINST: 0  
ABSTAINED: 0

### 11.8 Board Survey Results

A. Stein reviewed the Board Survey Results with the Board. This update was provided for information only.

MOTION: TO ADJOURN THE IN CAMERA SESSION

MOVED: N. MOHAMMADZEDAH  
SECONDED: S. MODHERA

**VOTE: CARRIED**

FOR: 12  
AGAINST: 0  
ABSTAINED: 0