

BRIEFING NOTE

TO: Board

FROM: Amy Stein, Deputy Registrar and General Counsel

DATE: January 12, 2026

SUBJECT: Ratification of Board Decisions from December 1 and 2 2025

☒ For Decision ☐ For Information ☐ Monitoring Report

Purpose:

To ratify the decisions made by the Board of Directors at its meeting on December 1 and 2, 2025.

Background:

On October 30, 2025 the College received a letter of resignation from a professional board member, Grazyna Sepczynska. As a result, effective October 30, 2025 there remained only six professional members on the College's board of directors, which is below the minimum number required under the *Opticianry Act, 1991*.

Consequently, the Board was not properly constituted at the time of its meeting on December 1 and 2, 2025, and the decisions made by the Board must be ratified in order to go into effect.

On January 1, 2026, the following individuals began their term as professional board members:

- John Battaglia
- Parminder Kalsi
- Johanna Whalen

Accordingly, as of January 1, 2026, the board of directors is now properly constituted and may render decisions in the usual manner.

For Consideration:

The board is asked to ratify the decisions that were made at the December 1 and 2, 2025 meeting, while the board was unconstituted. A list of those decisions is provided in the Motion Record attached as **Appendix A** for your review and approval. A motion to ratify will have the effect of confirming and giving full legal effect to the decisions made at that meeting.

Action Required:

To ratify the decisions made by the board on December 1 and 2, 2025, as listed in the Motion Record attached as **Appendix A**.

Motion to ratify the following decisions made by the board of directors on December 1 and 2, 2025:

Agenda Item	Motion	Initial Vote
2.1 Minutes of September 22, 2025	Motion: to approve the minutes of September 22, 2025	Moved: O. Farok Seconded: S. Kinsella For: 9 Against: 0 Abstained: 2 (K. Cloutier and G. Chitilian abstained as they were not present at the September 22 meeting.) Vote: Carried
3.0 Appointment of Appointed Members	Motion: to reappoint the following appointed members for 2026 community appointees: Elliot Borins, David Milne, Panos Petrides; professional appointees: Melissa Campbell, Elisabeth Roche, Lindsay Beriault, Parneet Dhillon.	Moved: S. Kinsella Seconded: C. Sicoli For: 11 Against: 0 Vote: Carried
	Motion: to approve the following new Professional Appointees for 2026: Audric Beauchesne, Patricia Raymond, Maximilian Savorani	Moved: C. Pacheco Seconded: M. Priddle For: 11 Against: 0 Vote: Carried
4.0 Executive Elections	Motion: to approve the appointment of the 2026 executive committee as elected: Kevin Cloutier, chair, Derick Summers, vice chair, Stephen Kinsella, public member, Omar Farouk, public member, Paul Imola, professional member.	Moved: A. Munian Seconded: C. Pacheco For: 11 Against: 0 Vote: Carried
5.0 Election of the NEC Representative	Motion: to appoint Stephanie Kelly to the position of national examinations committee representative for 2026, as elected.	Moved: C. Sicoli Seconded: C. Pacheco For: 11 Against: 0

		Vote: Carried
7.1 Year-to-date Financial Variance Report	Motion: to approve the financial variance report to October 31, 2025.	Moved: C. Pacheco Seconded: P. Imola For: 11 Against: 0 Vote: Carried
7.2 2026 Draft Budget	Motion: to approve the 2026 budget.	Moved: P. Imola Seconded: M. Priddle For: 11 Against: 0 Vote: Carried
8.0 Governance Policy Updates	Motion 1: To approve the proposed changes to the Director Job Description Policy, Board Meeting Process Policy, and Board Policy Development Policy.	Motion 1 Moved: T. Nahmabin Seconded: S. Kinsella For: 11 Against: 0 Vote: Carried
	Motion 2: That the board approve no changes to the Pre-Election/Pre-Appointment Screening Policy.	Motion 2 Moved: O. Farouk Seconded: M. Priddle For: 11 Against: 0 Vote: Carried
8.1 Financial Condition Policy	Motion: to approve the proposed amendment to the Financial Condition Policy.	Moved: C. Pacheco Seconded: M. Priddle For: 11 Against: 0 Vote: Carried
8.2 COO Skills and Diversity Matrix	Motion: To approve the proposed updated Skills and Diversity Matrix	Moved: K. Cloutier Seconded: O. Farouk

	for elected board members & appointed committee members .	For: 11 Against: 0 Vote: Carried
8.3 By-Law updates Re: election districts	Motion: that the board approve the proposed by-law amendments.	Moved: C. Sicoli Seconded: C. Pacheco For: 11 Against: 0 Vote: Carried
9.0 Approval of the 2026 Committee Slate	Motion: to approve the committee slate as presented.	Moved: A. Munian Seconded: K. Cloutier For: 11 Against: 0 Vote: Carried
13.0 Annual Workplan 2026 Review and Development	Motion: to approve the 2026 annual work plan as presented.	Moved: T. Nahmabin Seconded: O. Farouk For: 11 Against: 0 Vote: Carried
14.0 COO Premises	Motion: to approve seeking a renewal of the COO's lease at the current address.	Moved: O. Farouk Seconded: S. Kinsella For: 11 Against: 0 Vote: Carried
17.1 Reserves Policy Monitoring Report	Motion 1: that the board approve that the Registrar's interpretation of the Reserves Policy was reasonable.	Motion 1 Moved: C. Sicoli Seconded: P. Imola For: 9 Against: 0 Vote: Carried:

	Motion 2: that the board agrees that the Registrar, CEO complied with the Reserves Policy.	<p>Motion 2: Moved: S. Kinsella Seconded: M. Priddle</p> <p>For: 9 Against: 0</p> <p>Vote: Carried</p>
17.2 Investment Policy Monitoring Report	Motion 1: that the board approve that the Registrar's interpretation of the Investment Policy was reasonable.	<p>Motion 1 Moved: S. Kinsella Seconded: O. Farouk</p> <p>For: 9 Against: 0</p> <p>Vote: Carried</p>
	Motion 2: that the board agrees that the Registrar, CEO complied with the Investment Policy.	<p>Motion 2 Moved: C. Sicoli Seconded: P. Imola</p> <p>For: 9 Against: 0</p> <p>Vote: Carried</p>
17.3 Registrant Relations Policy Monitoring Report	Motion 1: that the board approve that the registrar's interpretation of the Registrant Relations Policy was reasonable.	<p>Motion 1 Moved: P. Imola Seconded: T. Nahmabin</p> <p>For: 9 Against: 0</p> <p>Vote: Carried</p>
	Motion 2: that the board agrees that the Registrar, CEO complied with the Registrant Relations Policy.	<p>Motion 2 Moved: M. Priddle Seconded: K. Cloutier</p> <p>For: 9 Against: 0</p> <p>Vote: Carried</p>

18.0 Standards of Practice	Motion: that the board approve the Standards of Practice as presented.	Moved: C. Sicoli Seconded: G. Chitilian For: 9 Against: 0 Vote: Carried
19.0 Strategic Plan	Motion: that the board approve the 2026-2028 Strategic Plan as presented.	Moved: D. Summers Seconded: P. Imola For: 9 Against: 0 Vote: Carried
20.1 Registration Appeal Panel Policy	Motion: that the board approve the proposed changes to the Registration Appeals Panel Policy.	Moved: S. Kinsella Seconded: O. Farouk For: 9 Against: 0 Vote: Carried
20.2 Photography Requirements Policy	Motion: to approve the proposed changes to the Photograph Submission Requirements Policy.	Moved: K. Cloutier Seconded: C. Sicoli For: 9 Against: 0 Vote: Carried
20.3 Reinstatement and Changing from Inactive to Active Status Policy	Motion: to approve the proposed changes to the Reinstatement and Changing From Inactive to Active Status Policy.	Moved: T. Nahmabin Seconded: P. Imola For: 9 Against: 0 Vote: Carried
20.4 Vulnerable Sector Check and Changes or Findings Policy	Motion: to approve the proposed changes to the Vulnerable Sector Check and Applicants with Charges or Findings Policy.	Moved: S. Kinsella Seconded: M. Priddle For: 9 Against: 0 Vote: Carried

22.1-22.3 Registrar's Report, Committee Reports, and Communications Report	Motion: to approve the Registrar's Report, Committee Reports and Communications Report as presented.	Moved: O. Farouk Seconded: C. Sicoli For: 9 Against: 0 Vote: Carried