

DRAFT BOARD MEETING MINUTES
February 28, 2022
9:45 AM to 4:30 PM
by zoom

Attendees: Mr. Stephen Kinsella, Chair, Public Member
Ms. Neda Mohammadzadeh, RO, Vice-Chair, Elected Member
Mr. Kevin Cloutier, RO, Elected Member
Mr. Omar Farouk, Public Member
Ms. Elsa Lee, RO, Elected Member
Ms. Peggy Judge, Public Member
Ms. Dorina Reiz, RO, Elected Member
Mr. Derick Summers, Public Members
Mr. Henry Wiersema, Public Member
Mr. Paul Wilk, Public Member

Administration: Mr. Fazal Khan, RO, Registrar, CEO
Ms. Amy Stein, Deputy Registrar and General Counsel
Ms. Carolyn Robertson, Manager, Communications and Executive Office
Ms. Fizza Asad, Human Resources and Accounting Specialist

Guests: Ms. Sarah Butson, Meeting Facilitator
Ms. Karen Fryday-Field, Governance Consultant

Regrets: Ms. Diana Bristow, Public Member
Ms. Amber Fournier, RO, Elected Member
Mr. Mike Smart, RO, Elected Member
Mr. Samir Modhera, RO, Elected Member

1.0 Introduction

S. Kinsella opened the board meeting at 9:50 and delivered the land acknowledgement.

1.0 In-Camera Session

MOTION: TO GO IN CAMERA UNDER SECTION S. 7(2)(D) AND (E) OF THE HEALTH PROFESSIONS
PROCEDURAL CODE TO DISCUSS A PERSONNEL MATTER AND A LEGAL MATTER

MOVED: K. CLOUTIER
SECONDED: D. SUMMERS

FOR: 10
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

Following the in camera session, the meeting was recessed to the following day.

DRAFT BOARD MEETING MINUTES**March 1, 2022****9:30 AM to 3:05 PM****by zoom**

Attendees: Mr. Stephen Kinsella, Chair, Public Member
Ms. Neda Mohammadzadeh, RO, Vice-Chair, Elected Member
Mr. Kevin Cloutier, RO, Elected Member
Mr. Omar Farouk, Public Member
Ms. Elsa Lee, RO, Elected Member
Ms. Peggy Judge, Public Member
Ms. Dorina Reiz, RO, Elected Member
Mr. Derick Summers, Public Members
Mr. Henry Wiersema, Public Member
Mr. Paul Wilk, Public Member

Administration: Mr. Fazal Khan, RO, Registrar, CEO
Ms. Amy Stein, Deputy Registrar and General Counsel
Ms. Carolyn Robertson, Manager, Communications and Executive Office
Ms. Fizza Asad, Human Resources and Accounting Specialist

Guests: Ms. Sarah Butson, Meeting Facilitator
Ms. Deanna Williams, Dundee Consulting

Regrets: Ms. Diana Bristow, Public Member
Ms. Amber Fournier, RO, Elected Member
Mr. Mike Smart, RO, Elected Member
Mr. Samir Modhera, RO, Elected Member

1.1 Introductions and Announcements

S. Kinsella introduced himself, the board members, and the administration. S. Butson reviewed the meeting norms and high five with participants. S. Kinsella delivered the Land Acknowledgement.

1.2 Conflict of Interest Declaration

No conflicts of interest were declared.

1.3 Adoption of the Agenda

MOTION: TO APPROVE THE AGENDA
Moved: H. WIERSEMA

SECONDED: D. SUMMERS

FOR: 9

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

2.0 Minutes of the December 6, 2021, Board Meeting

MOTION: TO APPROVE THE DECEMBER 6, 2021, MINUTES

MOVED: O. FAROUK

SECONDED: D. REIZ

FOR: 5

AGAINST: 0

ABSTAINED: 4 (K. Cloutier and D. Summers, P. Wilk and E. Lee, who were not present at the December meeting.)

VOTE: CARRIED

P. Judge Joined the meeting at 9:51.

3.0 Financial Reports and Financial Report Training

3.1 Financial Report Training

F. Asad provided training for the board on reading financial reports.

3.2 Year-to-date Financial Variance Report

F. Asad presented the year-to-date variance report to the board. The floor was then opened to questions. F. Khan noted the increase in expenses associated with running examination sessions during the COVID-19 pandemic, including running the sessions over additional days to accommodate smaller cohorts. The College is monitoring this line item going forward. No adjustments have been made to the exam registration fees charged to candidates thus far.

MOTION: THAT THE BOARD APPROVE THE FINANCIAL VARIANCE REPORT, AS PRESENTED.

MOVED: P. WILK

SECONDED: D. SUMMERS

FOR: 10

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

4.0 College Performance Measurement Framework

A. Stein provided the board with an overview of the status of COO's College Performance Measurement Framework 2021 Report. The report is in progress and will be posted to the website and submitted to the Ministry on March 31, 2022.

5.0 Presentation on Governance Reform

D. Williams joined the meeting to deliver a presentation to the board on the recent governance reform consultation put out by the Ministry.

Proposed reforms include:

- Changes in size and composition of boards (10-12 max)
- Separation between boards and statutory committees
- Competency based selection of professional members on boards and statutory committees, with mandatory term limits
- Elimination of the Executive Committee.
- Boards composed of equal numbers of professional and public members

The Ministry has also proposed additional oversight for regulatory college including with respect to:

- The delivery of French languages services
- Jurisdiction of the Auditor General to review colleges' financial affairs
- External review of the complaints and discipline process by the Patient Ombudsman or another entity.

The implications for the colleges under these new changes were discussed.

The board then took a 15 minute break.

6.0 Board Policy Review and Updates

6.1-6.2 Unity of Control Policy and Global General Operational Constraint Policy

G. White reviewed the Unity of Control policy and the Global General Operational Constraint policy, both of which were scheduled for review this year. Upon review the board determined that no updates were needed.

The Public Interest Consideration: The board has recognized the importance of strong governance in order to carry out its object of regulating the profession in the public interest and has invested significant time and resources into updating its governance policies and processes. Reviewing the

content of these policies that ensure policies are consistent and effective, and that the college is up to date with regulations, technology, and regulatory best practices.

MOTION: TO APPROVE THE STATUS QUO WITH RESPECT TO THE GLOBAL GENERAL OPERATIONAL CONSTRAINT POLICY AND THE UNITY OF CONTROL POLICY AS RECOMMENDED BY THE GOVERNANCE COMMITTEE.

MOVED: P. WILK

SECONDED: H. WIERSEMA

FOR: 10

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

6.3 Vendor Relations and Procurement Management Policy

G. White presented the proposed changes to the Vendor Relations and Procurement Management Policy. The proposed updates aim to streamline the policy to ensure that it is clear and easy to follow, and that the language is consistent with the language changes of the policy governance manual over the last 5 years.

The Public Interest Considerations: The board has recognized the importance of strong governance in order to carry out its object of regulating the profession in the public interest and has invested significant time and resources into updating its governance policies and processes. Reviewing the content of these policies that ensure policies are consistent and effective, and that the college is up to date with regulations, technology, and regulatory best practices.

MOTION: TO APPROVE THE PROPOSED AMENDMENTS TO THE VENDOR RELATIONS AND PROCUREMENT MANAGEMENT POLICY AS RECOMMENDATED BY THE GOVERNANCE COMMITTEE.

MOVED: E. LEE

SECONDED: K. CLOUTIER

FOR: 10

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

6.4 Communications and Support to the Board Policy

G. White presented to the board on the proposed changes to the Communications and Support to the Board Policy and the Vendor Relations and Procurement Management Policy. The proposed updates

were minor in nature and aim to ensure that the language is consistent with the terminology used in the policy governance manual.

The Public Interest Considerations: The board has recognized the importance of strong governance in order to carry out its object of regulating the profession in the public interest and has invested significant time and resources in updating its governance policies and processes. Reviewing the content of these policies that ensure policies are consistent and effective, and that the college is up to date with regulations, technology, and regulatory best practices.

MOTION: TO APPROVE THE UPDATES TO THE COMMUNICATIONS AND SUPPORT TO THE BOARD POLICY 2-11 AS RECOMMENDED BY THE GOVERNANCE POLICY.

MOVED: D. SUMMERS

SECONDED: P. WILK

FOR: 10

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

7.1 Amendments to Appointment and Election Eligibility Criteria

G. White presented the Governance Committee's proposal to amend certain eligibility criteria in the by-laws for board and appointed members. Specifically, these changes will extend cooling off periods as follows:

Criteria	Existing Cooling Off Period	Proposed Cooling Off Period
Discipline Committee or Fitness to Practice Committee orders	n/a	6 years
Former COO Staff members (excluding temporary/casual contractors)	3 months	3 years
Individuals who recently initiated, joined, continued or materially contributed to a legal proceeding against the COO or any committee or representative of the COO	1 year	6 years

The board agreed with the rationales proposed by the Governance Committee for each of the amendments as being in the public interest.

The Public Interest Considerations: There is a strong public interest in ensuring steps are in place to reduce the risk of conflicts of interest for board and committee members. This has most recently been recognized in the standards established under the College Performance Measurement Framework. It is therefore incumbent on the COO to ensure that eligibility criteria for board and committee positions meet governance best practices. The proposed amendments will make these cooling off periods

consistent with existing cooling off periods in the COO by-laws, as well as with best practices employed by other regulators.

MOTION: TO APPROVE THE PROPOSED BY-LAW AMENDMENTS RELATING TO THE ELIGIBILITY CRITERIA FOR BOARD AND APPOINTED MEMBERS AS RECOMMENDED BY THE GOVERNANCE COMMITTEE.

MOVED: P. WILK
SECONDED: O. FAROUK

FOR: 10
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

7.2 Enhancements to the Election Process

G. White presented a proposal from the Governance Committee that the election voting period be shortened from 30 days to 14 days. The rationale for the proposal was to account for the fact that elections are now carried out online instead of by mail. Shortening the voting period will leave additional time for the college to carry out screening interviews of election candidates in line with the screening process approved by the board in 2021.

The Public Interest Consideration: The board considered that the election process must be fair and transparent and ensure that registrants have a reasonable amount of time to cast their ballot. The board was of the view that the shorter voting period would still provide a reasonable amount of time to vote and that it would be beneficial to allow more time for the screening process, which is itself serving a public interest good.

The board requested confirmation on whether the voting period was calculated in calendar days or working days. It was confirmed that the days are calculated in calendar days.

MOTION: THAT THE BOARD APPROVE THE PROPOSAL TO REDUCE THE VOTING PERIOD FROM 30 DAYS TO 14 DAYS AS RECOMMENDED BY THE GOVERNANCE COMMITTEE.

MOVED: K. CLOUTIER
SECONDED: H. WIERSEMA

FOR: 10
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

7.3 Proposed New Screening Committee Process

G. White presented a proposal from the Governance Committee to create a standalone screening committee. The new committee would be responsible for carrying out pre-election and pre-appointment screening interviews. The committee would be composed of Public Appointed Members. When fewer than 4 Public Appointed Members are available, the board could appoint additional Public Board Members (appointed by the government) to the committee.

This composition would be in line with the goal expressed by the board to keep the screening process at arm's length from both the profession and the board to the greatest extent possible.

The floor was opened to questions, and it was confirmed that the hiring process for the appointed members includes a screening interview where they must demonstrate that they have met the competencies. The training for the screening committee was also outlined.

It was also confirmed that under the proposed framework, screening committee decisions will be final. No appeal process is available because this could potentially hamper the election process.

Public interest considerations: The board considered that there is a strong public interest in ensuring that board and committee members possess the competencies necessary to carry out their fiduciary duties. This has most recently been recognized in the standards established under the College Performance Measurement Framework. It is therefore incumbent on the COO to ensure that the process for assessing candidates' competencies is robust, transparent and fair.

MOTION: THAT THE BOARD APPROVE THE ESTABLISHMENT OF A SCREENING COMMITTEE TO CARRY OUT THE ANNUAL PRE-ELECTION AND PRE-APPOINTMENT SCREENING PROCESSES AS RECOMMENDED BY THE GOVERNANCE COMMITTEE.

MOVED: O. FAROUK
SECONDED: K. CLOUTIER

FOR: 10
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

8.0 Approval of the 2022 Pre-Election Training Module

Under the Pre-Election Training Module Policy, the board must approve a training module on an annual basis at least 90 days before the election. In 2020 and 2021 the board approved Chapter 4 of the Jurisprudence Manual, on the Regulated Health Professions Act (RHPA). A. Stein presented the rationale for proceeding with the chapter 4 of the Jurisprudence Manual for 2022.

MOTION: THAT THE BOARD APPROVE THE BOARD APPROVED JURISPRUDENCE CHAPTER 4: RHPA AS THE PRE-ELECTION TRAINING MODULE FOR 2022.

MOVED: H. WIERSEMA
SECONDED: K. CLOUTIER

FOR: 10
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

The board took a lunch break from 12:00 to 1:00.

9.0 Strategic Monitoring Report

9.1 Strategic Outcomes Policy Report

S. Butson reiterated the purpose of the monitoring reports, which is to have a system in place to periodically check in on each one of the board's governance policies to make sure that they are achieving the desired results. F. Khan presented the Strategic Outcomes Monitoring Report to the board including reviewing the strategic plan key performance indicators in detail.

MOTION: THAT THE BOARD APPROVE THAT THE REGISTRAR'S INTERPRETATION OF THE POLICY WAS REASONABLE

MOVED: P. WILK
SECONDED: E. LEE

FOR: 10
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

MOTION: THAT THE BOARD AGREES THAT THE REGISTRAR, CEO COMPLIED WITH THE POLICY.

MOVED: O. FAROUK
SECOND: K. CLOUTIER

FOR: 10
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

9.2 Financial Planning and Budgeting Policy Monitoring Report

F. Khan presented the Financial Planning and Budgeting Monitoring Report to the board. Due to the reduction in fees during the pandemic, it was expected that the college would be running a deficit. However, as F. Asad had reported in the morning, the board actually ran a surplus. The process for future financial planning and budget development were also outlined. The floor was then opened to questions from the board.

MOTION: THAT THE BOARD APPROVE THAT THE REGISTRAR'S INTERPRETATION OF THE POLICY WAS REASONABLE

MOVED: D. SUMMERS
SECONDED: H. WIERSEMA

FOR: 10
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

MOTION: THAT THE BOARD AGREES THAT THE REGISTRAR, CEO COMPLIED WITH THE POLICY.

MOVED: D. SUMMERS
SECOND: K. CLOUTIER

FOR: 10
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

9.3 Emergency Registrar CEO Succession Policy Monitoring Report

F. Khan presented the Emergency Registrar, CEO Succession Policy Monitoring Report to the board. The presentation included reviewing the plan that is in place should anything happen to the Registrar. The plan includes keeping the Deputy Registrar and the board Chair abreast of all relevant information.

MOTION: THAT THE BOARD APPROVE THAT THE REGISTRAR'S INTERPRETATION OF THE POLICY WAS REASONABLE

MOVED: P. JUDGE
SECONDED: D. REIZ

FOR: 10
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

MOTION: THAT THE BOARD AGREES THAT THE REGISTRAR, CEO COMPLIED WITH THE POLICY.

MOVED: K. CLOUTIER

SECOND: E. LEE

FOR: 10

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

9.4 General Operational Constraint Policy Monitoring Report

F. Khan presented the General Operational Constraint Policy Monitoring Report to the board. The report outlined that the COO has met all legal and regulatory obligations in full and without delay, that all organizational practices, decision and circumstances were in line with commonly accepted business practices. In addition, it was confirmed that the COO's operations were consistent with the College's values and that steps were taken over the last year to protect the organization from unreasonable risk.

MOTION: THAT THE BOARD APPROVE THAT THE REGISTRAR'S INTERPRETATION OF THE POLICY WAS REASONABLE

MOVED: K. Cloutier

SECONDED: O. FAROUK

FOR: 10

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

MOTION: THAT THE BOARD AGREES THAT THE REGISTRAR, CEO COMPLIED WITH THE POLICY.

MOVED: D. SUMMERS

SECOND: P. JUDGE

FOR: 10

AGAINST: 0

ABSTAINED: 0

VOTE: CARRIED

10.0 Delegation to the Registrar Policy Monitoring Report

P. Judge presented the Delegation to the Registrar CEO Policy Monitoring Report. It was confirmed that as is required by the policy, the COO has a strategic plan which is being implemented. P. Judge noted that the Operational Boundaries policies are in place to define the limitations of the Registrar's role. The report further confirmed that the board has not overstepped its role or interfered in anyway with the CEO further delegating to staff. Under the policy the Registrar is required to regularly present monitoring reports to the board and follow the policy monitoring schedule and these reports are forthcoming on a regular basis.

No deficiencies or recommendations were included in the report. The floor was opened to questions.

Public Interest Consideration: The board has recognized the importance of strong governance in order to carry out its object of regulating the profession in the public interest and has invested significant time and resources into updating its governance policies and processes. Reviewing the content of these policies ensures that policies are consistent and effective, and that the College is up to date with regulations, technology, and regulatory best practices.

This is a monitoring report and was shared for information only.

11.0 Board Self Evaluation Action Plan

A. Stein provided an update on the 2021 Board Self-Evaluation Action Plan. The board had made several important steps forward, including the competency profile.

Two items are still in progress:

- Item 6, to consider whether governance reforms are necessary with respect to the composition of the finance committee. In 2021 the board prioritized the development of pre-election/pre-appointment competencies and the engagement of additional public committee members to enhance the screening process for new board and committee members. The board appointed an additional 4 public committee members for terms beginning in January 2022. Proposals on changes to committee compositions, including the Finance Committee, will be brought forward to the board in 2022 following review by the Governance Committee.
- Item 7, also still in progress was additional training on the code of conduct. It was noted that the board received training on the code of conduct at the orientation and that additional training would be schedule for 2022.

This was shared for information only.

12.0 Registrar's Report

F. Khan presented the registrar's report to the board. This was shared for information only.

MOTION: TO APPROVE THE COMMITTEE REPORTS, EXAMS REPORT AND NACOR REPORT AS PRESENTED.

MOVED: D. SUMMERS
SECONDED: P. WILK

FOR: 10
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

23.0 Adjournment

MOTION: TO ADJOURN

MOVED: H. WIERSEMA
SECONDED: E. LEE

FOR: 10
AGAINST: 0
ABSTAINED: 0

VOTE: CARRIED

The meeting was adjourned at 4:00