



Minutes

Board of Governors Meeting

February 24, 2015 at 9:30 a.m.
Ontario College of Trades
655 Bay Street, 6th Floor
Toronto, ON, M5G 2K4

Board Members in Attendance

Pat Blackwood, Chair	Irene Harris
Rob Brewer, Vice-Chair**	Jamie Holmes
Robin Barker	Chelsey Hooker
Piero Cherubini	Ron Johnson***
Jules Danielewski	George Katinas
Howard Deane	Roy Maybery
Pauline Faubert*	Paul Sousa
Chantelle Fitzgibbon	Dave Suess
Don Gosen	David Tsubouchi, Registrar & CEO

Board Members not in Attendance

James Barry	Kate Poultney
Tom Carvin	Ucal Powell

Staff in Attendance

Warren Barbour, Director, Member Services
Jason Bennett, Legal Counsel & Manager, Corporate Governance
Aysen Farag, Administrative Assistant, Corporate Governance
Meg Feres, Supervisor, Board Operations
Mary Meffe, Chief Financial Officer
Bob Onyschuk, Director, Compliance and Enforcement
Royden Trainor, Director, Policy, Programs and Evaluations

*Attendance by telephone

**Elected Vice-Chair (see item 5)

***Resigned from the office of Chair (see item 4)

1. Call to Order/Welcome

The Chair called the meeting to order at 9:30 a.m. and welcomed Board members, College staff, and observers. The Chair introduced P. Sousa, attending his first meeting as a member of the Board of Governors.

2. Approval of Agenda

The Chair reviewed the draft agenda and advised that Tab H, Trade Standards Management Process, will be tabled at a future meeting as it requires further Committee review.

BG20150224-01 Moved by J. Holmes, seconded by J. Danielewski, and CARRIED, the Agenda for the February 24, 2015 Board of Governors meeting was approved, as amended.

3. Conflict of Interest

No conflicts were declared.

4. Chair Succession

R. Johnson read the following statement to announce his resignation as Chair, Board of Governors:

“I would like to announce that, effective immediately, I hereby resign from the office of Chair of the Board of Governors of the Ontario College of Trades. In light of my resignation from the office of Chair, Section 3.4 of the College’s General By-law provides that the Vice-Chair shall assume the remainder of my term as Chair. Therefore, Pat Blackwood, Vice-Chair, will now assume the office of Chair of the Board until such time as an election is required. I now turn the meeting over to the Chair of the Board, Pat Blackwood.”

On behalf of the Board and staff, the Chair and the Registrar presented R. Johnson with a token of appreciation to express thanks for his outstanding and dedicated service to the College since 2011.

5. Election of Vice-Chair

The Chair announced that the Board will proceed with the election of a Vice-Chair.

BG20150224-02 Moved by R. Johnson, seconded by R. Maybery, and CARRIED, the Board appointed J. Bennett and M. Meffe as election scrutineers to distribute, collect and count the ballots, and to return the election results to the Chair.

The Chair reviewed the nomination process that took place during the period February 3-10, 2015. The three nominees, Rob Brewer, Irene Harris and Paul Sousa made speeches to the Board. The scrutineers distributed, collected and counted 21 ballots, and returned the results of the election to the Chair. After reviewing the scrutineers’ report, the Chair announced the following result:

“I declare that Rob Brewer has received a majority of the votes cast and is hereby duly elected as Vice-Chair to hold office for a period of 2 years.”

BG20150224-03 Moved by H. Deane, seconded by C. Fitzgibbon, and CARRIED, the Board approved that staff be directed to securely destroy the ballots from this election.

6. Approval of Minutes

BG20150224-04 Moved by G. Katinas, seconded by H. Deane, and CARRIED, the minutes of the December 9, 2014 meeting of the Board of Governors were approved.

7. Executive Committee Report

7.1 Review of Finance & Audit Committee Size

The Board considered an Executive Committee recommendation that the size of the Finance and Audit Committee be increased from three to five members.

BG20150224-05 Moved by D. Suess, seconded by J. Danielewski, and CARRIED, the Board of

Governors hereby approves an increase in the size of the College’s Finance and Audit Committee from three (3) members to five (5) members; directs the Governance and Nominations Committee to review selection criteria and make recommendations to the Board of Governors regarding candidates for the 5-member Finance and Audit Committee at a future meeting of the Board; and directs that draft amendments to the College’s General By-law required to implement the above-noted changes shall be tabled at a future Board of Governors meeting for consideration and approval.

7.2 Minutes of the January 27, 2015 and February 13, 2015 Committee Meetings

The Board received the final minutes of the Executive Committee’s January 27, 2015 meeting and the draft minutes of its February 13, 2015 meeting.

8. Governance & Nominations Committee Report

8.1 Update on February 23, 2015 Committee Meeting

I. Harris updated the Board on the items discussed at the February 23, 2015 Governance & Nominations Committee meeting, including:

- Development of and/or revisions to Terms of Reference for Divisional Boards and Committees of the Board of Governors;
- Development of an Anti-Sexual Harassment Policy; and
- Process by which the College’s General By-law will be reviewed and revised on an annual basis.

Decision and/or Information Notes on these and other topics will be tabled at future meetings of the Board of Governors.

9. Industrial Divisional Board Report

On behalf of the Divisional Board Chair, P. Blackwood provided an update on the Industrial Divisional Board’s activities with respect to the Program Evaluation Process initiative.

10. Registrar’s Report

D. Tsubouchi presented the Registrar’s Report, consisting of an Executive Summary, Operational Report, and an update on 2015 key deliverables. Comments and suggestions for changes and additions to the report were noted.

11. Motion to Move *In Camera*

BG20150224-06 Moved by G. Katinas, seconded by C. Hooker, and CARRIED, the meeting moved *in camera*.

12. Adjournment

The meeting adjourned at 11:40 a.m.

“Pat Blackwood”

Signed: Pat Blackwood
Chair, Board of Governors

“David Tsubouchi”

Signed: David Tsubouchi
Registrar & CEO