



Minutes

Board of Governors Meeting

June 16, 2015 at 10:00 a.m.
Ontario College of Trades
655 Bay Street, 6th Floor
Toronto, ON, M5G 2K4

Board Members in Attendance

Pat Blackwood, Chair
Rob Brewer, Vice-Chair
Robin Barker
James Barry
Tom Carvin
Piero Cherubini
Jules Danielewski
Howard Deane
Pauline Faubert
Chantelle Fitzgibbon

Don Gosen
Irene Harris
Jamie Holmes
Chelsey Hooker
Ron Johnson
George Katinas
Kate Poultney
Paul Sousa
Dave Suess
David Tsubouchi, Registrar & CEO

Board Members not in Attendance

Roy Maybery

Staff in Attendance

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

1. Call to Order/Welcome

The Chair called the meeting to order at 10:00 a.m. and welcomed Board members, College staff, and observers.

2. Approval of Agenda

The Chair reviewed the draft agenda.

BG20150616-01 Moved by R. Johnson, seconded by J. Holmes, and CARRIED, the Agenda for the June 16, 2015 Board of Governors meeting was approved as tabled.

3. Conflict of Interest

No conflicts were declared.

4. Business Arising

The Board reviewed the items listed in *Business Arising from Prior Meetings* and agreed that *Enforcement Officers' Score Cards* should be included going forward.

5. Approval of Minutes

BG20150616-02 Moved by R. Johnson, seconded by D. Suess, and CARRIED, the minutes of the April 21, 2015 meeting of the Board of Governors were approved as tabled.

6. Finance & Audit Committee Report

6.1 Q4-2014 Risk Management Report

R. Brewer presented an updated overview of the external and internal risk factors which could impact the operations of the College. The Board considered a Finance & Audit Committee recommendation that the Board of Governors receive the College's Risk Management Quarterly Update for Q1-2015.

BG20150616-03 Moved by R. Johnson, seconded by C. Hooker, and CARRIED, the Board of Governors received the College's Risk Management Quarterly Update for Q1-2015.

6.2 Operating Line of Credit Renewal

R. Brewer presented information related to the upcoming renewal of the College's line of credit. The Board considered a Finance & Audit Committee recommendation that the Board of Governors reduce the operating line of credit from \$6m to \$3m and to discontinue the provincial guarantee.

BG20150616-04 Moved by J. Danielewski, seconded by C. Fitzgibbon, and CARRIED, the Board of Governors approves a reduction in the operating line of credit from \$6 million to \$3 million and the discontinuation of the provincial guarantee, which currently expires October 31, 2015.

6.3 Q1-2015 Financial Statements and Financial Forecast Update

R. Brewer reviewed the financial results for the first quarter ended March 31, 2015, including the Statement of Operations and the Statement of Cash Flows. The Board also received an updated financial forecast for the remainder of 2015, along with explanations for major variances that have resulted in an excess of revenue over expenses.

6.4 Minutes of the May 26, 2015 Committee Meeting

R. Brewer advised that the draft minutes of the Finance & Audit Committee's May 26, 2015 meeting had been provided as information. No discussion of this item took place.

7. Executive Committee Report

7.1 Rules of Procedure for Discipline and Fitness to Practise Committee Hearings

P. Blackwood presented the draft Rules of Procedure for Discipline and Fitness to Practise Hearings for the Board's approval in principle. The Board discussed issues with respect to parts of Sections 2, 3, and 4 and was informed that the Rules of Procedure will be tabled for approval at a joint meeting of the Discipline and Fitness to Practise Committees.

BG20150616-05 Moved by C. Hooker, seconded by J. Holmes, and CARRIED, the Board of Governors hereby approves the draft *Rules of Procedure* attached at Appendix A to the Decision Note titled "*Rules of Procedure for Discipline and Fitness to Practise Hearings*" in principle and directs the Discipline Committee and Fitness to Practise Committee to hold a joint meeting to review and formally approve the *Rules of Procedure*. P. Faubert was opposed to the motion.

7.2 Management Recommendations: Report on the Review of Compliance & Enforcement Processes

P. Blackwood presented the Executive Committee's recommendations related to the *Report on the Review of Compliance & Enforcement Processes* (the "Rothe Report"). The Board discussed the prioritization of the 50 recommendations and considered the approval role required of certain Committees.

BG20150616-06 Amendment Moved by P. Faubert, seconded by I. Harris, and CARRIED, that the Board's approval of the prioritization of the Rothe Report recommendations be subject to the approval of specific Committees, as applicable.

BG20150616-07 Moved by P. Cherubini, seconded by P. Sousa, and CARRIED, that the Board of Governors hereby approves the prioritization of the Rothe Report recommendations presented by Management and endorsed by the Executive Committee on May 22, 2015 as outlined in Appendix A to the June 16, 2015 Decision Note titled *Management Recommendations: Report on the Review of Compliance & Enforcement Processes (Rothe Report)* and subject to the amendment stipulated in Motion # BG20150616-06.

7.3 Credential Production Changes

W. Barbour reviewed the proposed changes to membership credentials as they relate to the inclusion/re-introduction of "expiry dates". Effective January 1, 2016, expiry stickers will be included on wallet cards and wall certificates. In addition, the new wall certificate will also include enhanced security features, including an embossed corporate seal, print date, issue number, unique security code, and copy-proof paper.

7.4 Draft Minutes of May 22, 2015 Committee Meeting

P. Blackwood advised that the draft minutes of the Executive Committee's May 22, 2015 meeting had been provided as information. No discussion of this item took place.

8. Governance and Nominations Committee Report

8.1 Recommendations for Appointments to Governance & Nominations Committee and Regulations Committee

The Board considered recommendations regarding appointments to the Governance and Nominations Committee and the Regulations Committee.

BG20150616-08 Moved by J. Holmes, seconded by G. Katinas, and CARRIED, that whereas the Governance and Nominations Committee provides recommendations to the Board of Governors regarding appointments to Committees of the Board; and whereas the term of office of one

member of the Governance and Nominations Committee and six members of the Regulations Committee are scheduled to expire at the June 16, 2015 Board meeting; the Board of Governors hereby appoints **Chantelle Fitzgibbon** to the Governance and Nominations Committee for a three-year term of office commencing June 17, 2015 and ending June 16, 2018; and the Board of Governors hereby appoints **James Barry, Pat Blackwood, Rob Brewer** and **Irene Harris** to the Regulations Committee, each for a three-year term of office commencing June 17, 2015 and ending June 17, 2018, and **Jules Danielewski** and **George Katinas** to the Regulations Committee commencing June 17, 2015 and ending August 31, 2015.

8.2 Harassment, Violence & Discrimination Policy and Sexual Harassment Policy

The Board considered two policies concerning harassment, violence and discrimination.

BG20150616-09 Moved by G. Katinas, seconded by D. Gosen, and CARRIED, that whereas on January 27, 2015, the Executive Committee directed Staff to draft a College-wide anti-sexual harassment policy to be tabled at a future Governance and Nominations Committee meeting for consideration; and whereas on May 25, 2015, the Governance and Nominations Committee reviewed two draft policies titled (a) Sexual Harassment Policy & Protocol; and (b) Harassment, Violence and Discrimination Policy & Protocol as Information items; and whereas during the meeting on May 25, 2015 the Governance and Nominations Committee determined that the matter ought to be subject to both Governance and Nominations Committee and Board of Governors approval since, unlike other internal Staff/operational policies, these policies will apply to members of the Governance Structure and certain service providers that are external to the College, and therefore the policies are more appropriately a Decision item rather than an Information item; and whereas the Governance and Nominations Committee requested a number of revisions to the draft policies and formally approved the policies by email vote on June 1, 2015; the Board of Governors hereby approves the draft policies attached as Appendices A and B to the June 16, 2015 Decision Note titled “Harassment, Violence and Discrimination Policies”.

8.3 Draft Minutes of May 25, 2015 Committee Meeting

C. Hooker advised that the draft minutes of the Governance & Nominations Committee’s May 25, 2015 meeting had been provided as information. She then updated the Board on recent Committee activities that are in progress, including proposed by-law amendments and the call for nominees for Chair of the Regulations Committee.

9. Statutory Committee Reports

9.1 Complaints Committee

P. Blackwood presented the Complaints Committee’s annual report to the Board and summarized the Committee’s activity for the period January 1, 2014 to May 31, 2015.

9.2 Discipline Committee

K. Poultney presented the Discipline Committee’s annual report to the Board and summarized the Committee’s activity for the period January 1, 2014 to May 31, 2015.

9.3 Fitness to Practise Committee

G. Katinas presented the Fitness to Practise Committee’s annual report to the Board and summarized the Committee’s activity for the period January 1, 2014 to May 31, 2015.

9.4 Registration Appeals Committee

J. Danielewski presented the Registration Appeals Committee’s annual report to the Board and summarized the Committee’s activity for the period January 1, 2014 to May 31, 2015.

10. Industrial Divisional Board Report

T. Carvin presented a status update on the progress of the Program Evaluation Process initiative which will be reviewed by each of the Construction, Motive Power, and Service Divisional Boards during the period June 17-23, 2015.

11. Motive Power Divisional Board Report

K. Poultney confirmed that a letter was sent to the Minister of Training, Colleges and Universities at the end of May 2015, as directed by the Board in Motion #BG20150421-11 passed at the April 21, 2015 meeting.

12. Chair's Report

P. Blackwood briefed the Board on his recent meetings and events since the last report, including participation in the Enforcement Officers' graduation ceremony, the Canadian Apprenticeship Forum conference, and the Program Evaluation Process meeting with the Industrial Divisional Board Chair to brief the Construction, Motive Power, and Service Divisional Board Chairs. In addition, the Chair participated on a panel at the 7th Biannual Labour Relations Conference, attended the Skill Canada Competition, and had meetings with the Minister of Training, Colleges and Universities as well as with officials in the Minister's office.

13. 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.

14. Motion to Move *In Camera*

BG20150616-10 Moved by R. Johnson, seconded by T. Carvin, and CARRIED, the meeting moved *in camera*.

15. Adjournment

The meeting adjourned at 12:30 p.m.

“Pat Blackwood”

Signed: Pat Blackwood
Chair, Board of Governors

“David Tsubouchi”

Signed: David Tsubouchi
Registrar & CEO