ONTARIO COLLEGE OF TRADES
ORDRE DES MÉTIERS DE L'ONTARIO

Minutes

Board of Governors Meeting

August 11, 2015 at 10:30 a.m.
Ontario College of Trades
655 Bay Street, 6th Floor
Toronto, ON, M5G 2K4

Board Members in Attendance

Pat Blackwood, Chair
James Barry
Tom Carvin
Jules Danielewski
Howard Deane
Pauline Faubert
Chantelle Fitzgibbon
Don Gosen
Irene Harris
Jamie Holmes
Chelsey Hooker
George Katinas
Paul Sousa
Dave Suess
David Tsubouchi, Registrar & CEO

Board Members not in Attendance

Rob Brewer, Vice-Chair
Robin Barker
Piero Cherubini
Ron Johnson
Roy Maybery
Kate Poultney

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
Royden Trainor, Director, Policy & Programs

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1. **Call to Order/Welcome**
   The Chair called the meeting to order at 10:50 a.m. and welcomed Board members, College staff, and observers.

2. **Approval of Agenda**
   The Chair reviewed the draft agenda and announced the removal of the item called *"Per Diem and Expense Reimbursement Proposal"*.

BG20150811-01 Moved by J. Danielewski, seconded by D. Gosen, and CARRIED, the Agenda for the August 11, 2015 Board of Governors meeting was approved as amended.

3. Conflict of Interest

No conflicts were declared.

4. Business Arising

The Board reviewed the items listed in *Business Arising from Prior Meetings*.

5. Approval of Minutes

BG20150811-02 Moved by D. Suess, seconded by T. Carvin, and CARRIED, the minutes of the June 16, 2015 meeting of the Board of Governors were approved as tabled.

6. Finance & Audit Committee Report

6.1 Q2-2015 Financial Statements and Financial Forecast Update

H. Deane reviewed the financial results for the second quarter ended June 30, 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 increase in the excess of revenue over expenses for the quarter, and an increase in the expected excess of revenue over expenses for the fiscal year ending December 31, 2015.

6.2 Enterprise Risk Management (ERM) Policy and Framework

H. Deane reviewed a draft ERM Policy and Framework, including aspects related to governance and accountability and assessing, managing, and reporting risk. The ERM Policy and Framework will be reviewed annually and any material changes will be brought forward to the Finance & Audit Committee and the Board for review and approval.

BG20150811-03 Moved by G. Katinas, seconded by C. Hooker, and CARRIED, the Board of Governors approved the Enterprise Risk Management Policy and Framework as presented in Appendices A & B to the Decision Note titled *Enterprise Risk Management (ERM) Policy & Framework*.

6.3 Q2-2015 Risk Management Report

H. Deane 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 Q2-2015. The Board agreed to amend the first sentence in the "Risk Treatment Actions" column of the "Board Succession" risk to read *"The Appointments Council will stagger terms for board members to ensure there is sufficient knowledge transfer and retention within the governance structure"*.

BG20150811-04 Moved by D. Gosen, seconded by J. Holmes, and CARRIED, the Board of Governors received the College's Risk Management Quarterly Update for Q2-2015.

6.4 2015 Audit Plan and Appointment of Auditors

The Board considered information related to the Finance & Audit Committee's recommendation to appoint Deloitte LLP as the auditors for 2015 and to approve the audit plan.

BG20150811-05 Moved by P. Sousa, seconded by D. Suess, and CARRIED, the Board of Governors approved Deloitte LLP as auditors of the Ontario College of Trades for 2015 and approved the 2015 Audit Service Plan outlined in Appendix A to the Decision Note titled *"Appointment of Auditors & Approval of the 2015 Audit Plan"*.

6.5 Trade Equivalency Assessment (TEA) Fee Schedule Proposal

The Board reviewed recommendations with respect to the cost recovery fee structure associated with the College's administration of the TEA process. There was discussion related to the analysis of the College's experience in the first year of TEA operations, assessment of current costs and a cost recovery strategy, and the proposed revised fee schedule.

BG20150811-06 Moved by J. Danielewski, seconded by J. Holmes, and CARRIED, that whereas on April 8, 2014, the Ontario College of Trades assumed the processing responsibility for trade equivalency assessments and credential validations and has had one year's experience in delivering this service; the Board of Governors hereby approves the proposed fee schedule and draft General By-law provisions as outlined in the Decision Note titled "*Trade Equivalency Assessment - One Year Fee Review and Analysis*".

6.6 Draft Minutes of July 16, 2015 Committee Meeting

H. Deane advised that the draft minutes of the Finance & Audit Committee's July 16, 2015 meeting had been provided as information. No discussion of this item took place.

7. Executive Committee Report

7.1 Change to Membership Expiry/Suspension Model

The Chair described changes to the business routine used to manage late membership payment that will result in accounts being "suspended" as opposed to "expired". The series of changes came into effect on August 1, 2015.

7.2 Draft Minutes of July 23, 2015 Committee Meeting

The Chair advised that the draft minutes of the Executive Committee's July 23, 2015 meeting had been provided as information. No discussion of this item took place.

8. Chair's Report

The Chair briefed the Board on his recent meetings and events since the last report, including participation in the Electrical Power Systems Construction Association conference, the Ontario Youth Apprenticeship Program graduation ceremony, and Divisional Board meetings in support of the proposed Program Evaluation Process and Trade Standards Management and Renewal Process. In addition, the Chair attended events hosted by Community Colleges and had meetings with the Minister of Training, Colleges and Universities as well as with officials in the Minister's office.

9. Governance and Nominations Committee Report

9.1 Recommendations for Appointments to Committees

The Board considered recommendations regarding appointments to the Complaints, Discipline, Executive, Fitness to Practise, and Registration Appeals committees.

BG20150811-07 Moved by D. Suess, seconded by H. Deane, and CARRIED, that whereas the Governance and Nominations Committee provides recommendations to the Board of Governors regarding appointments to Committees of the Board; the terms of office of two members of the Complaints Committee of the Board are scheduled to expire at the August 11, 2015 Board meeting; the terms of office of two members of the Discipline Committee of the Board are scheduled to expire at the August 11, 2015 Board meeting; one vacancy currently exists on the Discipline Committee; the term of office of one member of the Fitness to Practise Committee of the Board is scheduled to expire at the August 11, 2015 Board meeting; the terms of office of two members of the Registration Appeals Committee of the Board are scheduled to expire at the August 11, 2015

Board meeting; and a vacancy will be created on the Executive Committee as of September 1, 2015 upon the departure of one member of the Board of Governors; the Board of Governors hereby appoints **Tim Henhoeffer** and **Philip Robinson** to the **Complaints Committee**, each for a two-year term of office, effective August 11, 2015; **John Borlase, Ron Grice,** and **Mark Wiederhold** to the **Discipline Committee**, each for a two-year term of office, effective August 11, 2015; **Christopher Mayberry** to the **Fitness to Practise Committee** for a two-year term of office, effective August 11, 2015; **Tanya Hill** and **Andrew Scanlon** to the **Registration Appeals Committee** each for a two-year term of office, effective August 11, 2015; and **James Barry** to the **Executive Committee** for a two-year term of office, effective September 1, 2015.

9.2 Recommendation re: Regulations Committee Chair

The Board considered a recommendation for appointment of the Chair, Regulations Committee.

BG20150811-08 Moved by P. Faubert, seconded by J. Holmes, and CARRIED, that whereas the Governance and Nominations Committee provides recommendations to the Board of Governors regarding appointments to Committees of the Board; the office of Chair of the Regulations Committee is currently vacant; and after the June 16, 2015 Board of Governors meeting, members of the Regulations Committee were asked to nominate one of their members as Chair of the Committee, and one nomination was received in support of Irene Harris; the Board of Governors hereby appoints **Irene Harris** as **Chair, Regulations Committee**, commencing August 11, 2015, to hold office until her term on the Committee expires or her successor is appointed.

9.3 Draft Minutes of July 20, 2015 Committee Meeting

C. Hooker advised that the draft minutes of the Governance & Nominations Committee's July 20, 2015 meeting had been provided as information. No discussion of this item took place.

10. Construction Divisional Board Report

The Board received the draft minutes of the Construction Divisional Board's June 22, 2015 meeting. J. Barry reviewed highlights of the meeting including the discussion of the Trade Standards Management and Renewal Process, the decision to support the Program Evaluation Process as presented by the Industrial Divisional Board, the review of Trade Board resolutions, and a summary of industry, regulatory, and corporate updates.

11. Motive Power Divisional Board Report

The Board received the draft minutes of the Motive Power Divisional Board's June 17, 2015 meeting. J. Holmes reviewed highlights of the meeting including an overview of a correspondence pilot project undertaken by the Powered Lift Truck Technician Trade Board, the discussion of the Trade Standards Management and Renewal Process, the decision to support the Program Evaluation Process as presented by the Industrial Divisional Board, the review of Trade Board resolutions, a status update on the Dean Review from reviewer Tony Dean, and a summary of industry, regulatory, and corporate updates.

12. Service Divisional Board Report

The Board received the draft minutes of the Service Divisional Board's June 23, 2015 meeting. The Chair, P. Blackwood, reviewed highlights of this meeting, as well as the July 30, 2015 meeting, including decisions made to support the Program Evaluation Process, recommend to the Board of Governors that an administrative update be made to the Child Development Practitioner (CDP) regulation, and endorse changes to the CDP curriculum. In addition, the Divisional Board discussed the release of the Institutional Cook exam, the Hairstylist practical exam, and the Trade Standards Management and Renewal Process. The Divisional Board also received an update on the Trade Facts Sheets project, reviewed statistics from roughly 40 Service sector trades, discussed Trade

Board resolutions, and received a summary of industry, regulatory, and corporate updates.

13. Industrial Divisional Board Report

13.1 Program Evaluation Process

The Board considered a recommendation from the Industrial Divisional Board regarding the Program Evaluation Process.

BG20150811-09 Moved by C. Hooker, seconded by D. Suess, and CARRIED, that whereas the Industrial Divisional Board has drafted a Program Evaluation Process to assess the viability and sustainability of the College's trades named under OCTAA through a series of steps called Evaluation, Validation, Determination, and Formalisation; and whereas at meetings on June 10, 17, 22 and 23, 2015 each Divisional Board recommended that the Program Evaluation Process be tabled for Board of Governors consideration and approval; the Board of Governors hereby approves the Program Evaluation Process, as outlined in Appendices B & C to the Decision Note titled *"Program Evaluation Process"*.

13.2 Report on June 10, 2015 Meeting

The Board received the draft minutes of the Industrial Divisional Board's June 10, 2015 meeting. T. Carvin reviewed highlights of the meeting including the decision to present the Program Evaluation Process to the other Divisional Boards for endorsement, discussion on the Trade Standards Management and Renewal Process, and a review of the College's classes of membership. The Divisional Board also discussed Trade Board resolutions and received a summary of industry, regulatory, and corporate updates.

14. Registrar's Report

D. Tsubouchi presented the Registrar's Report, consisting of an Executive Summary, Operational Report, and an update on 2015 key deliverables. The Board was also briefed on departmental highlights of Q2-2015 including the release of the 2015 Annual Report and media events to promote the skilled trades in Ontario.

15. Next Board of Governors Meeting

The Chair confirmed that the next Board meeting is scheduled for October 20, 2015.

16. Other Business – Tributes to Departing Board Members

On the occasion of their final Board of Governors meeting before their terms expire, the Chair and D. Tsubouchi expressed thanks and appreciation to Jules Danielewski, Chelsey Hooker, George Katinas and Dave Suess on behalf of the Board of Governors in recognition of their outstanding and dedicated service to the College since 2011.

17. Adjournment

BG20150811-10 Moved by D. Suess, seconded by J. Danielewski, and CARRIED, the meeting adjourned at 12:00 p.m.

"Pat Blackwood"
Signed: Pat Blackwood
Chair, Board of Governors

"David Tsubouchi"
Signed: David Tsubouchi
Registrar & CEO