



Minutes

Board of Governors Meeting

December 15, 2015 at 11:45 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
Suzette Cameron
Tom Carvin
Piero Cherubini
Howard Deane
Pauline Faubert*
Don Gosen

Irene Harris
Jamie Holmes
Ron Johnson*
Louie Leombruni
Roy Maybery
Kate Poultney*
Doug Reynolds*
Paul Sousa
David Tsubouchi, Registrar & CEO

Board Members not in Attendance

None

Staff in Attendance

Warren Barbour, Director, Member Services
Jason Bennett, Legal Counsel & Manager, Corporate Governance
Jennifer Cooper, Director, Litigation
Meg Feres, Supervisor, Board Operations
Sherri Haigh, Director, Communications & Marketing
Mary Meffe, Chief Financial Officer
Bob Onyschuk, Director, Compliance & Enforcement
Sandeep Tatla, Chief Diversity Officer
Royden Trainor, Director, Policy & Programs

*Attended by teleconference

1. Call to Order/Welcome

The Chair called the meeting to order at 11:45 a.m., welcomed Board members and College staff, and introduced new Board members S. Cameron and D. Reynolds. The Registrar reviewed emergency procedures.

2. Approval of Agenda

The Chair reviewed the draft agenda and announced that an update on the Dean Report will be included in the Chair's Report.

BG20151215-01 Moved by J. Barry, seconded by J. Holmes, and CARRIED, the Agenda for the December 15, 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*. No discussion of these items took place.

5. Approval of Minutes

BG20151215-02 Moved by P. Sousa, seconded by L. Leombruni, and CARRIED, the minutes of the October 20, 2015 meeting of the Board of Governors were approved as tabled. S. Cameron and D. Reynolds abstained.

6. Finance & Audit Committee Report

6.1 Q3-2015 Financial Statements and Financial Forecast Update

R. Brewer reviewed the Q3-2015 financial results, including the Statement of Operations and the cash flow projection. 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 excess of revenue over expenses for the period.

6.2 2016 Budget and Business Plan

R. Brewer reviewed the proposed 2016 Budget including assumptions with respect to sources of revenue and expenses, as well as the proposed 2016 Business Plan including the College's Vision and Mission, Strategic Goals and Priorities, Membership, Key Deliverables, Key Performance Indicators, and Financial Projections.

BG20151215-03 Moved by R. Maybery, seconded by J. Barry, and CARRIED, the Board of Governors approved the 2016 Budget and Business Plan as outlined in Appendices A and B to the Decision Note titled "2016 Budget and Business Plan". P. Cherubini opposed the resolution.

6.3 Per Diem Proposal

R. Brewer presented proposed amendments to the remuneration provisions of the General By-law.

BG20151215-04 Moved by J. Barry, seconded by D. Gosen, and CARRIED, that whereas the Finance & Audit Committee assists the Board with ensuring appropriate management of College assets, investments and finances; and whereas on November 20, 2015 the Finance and Audit Committee reviewed and considered feedback on the College's remuneration framework and proposed changes thereto provided by a special sub-Committee established by the Board of Governors; and whereas on November 20, 2015 the Finance and Audit Committee proposed amendments to the College's remuneration framework set out in section 8 of the College's General By-law; the Board of Governors hereby approves the By-law amendments set out in Appendix B to the November 20, 2015 Decision Note titled "*Per Diem Proposal*". P. Faubert opposed the resolution.

6.4 Minutes of Committee Meetings

R. Brewer advised that the final minutes of the Finance & Audit Committee's October 29, 2015 meeting and draft minutes of the November 20, 2015 meeting were provided as information. No

discussion of this item took place.

7. Executive Committee Report

The Chair advised that draft minutes of the Committee's November 20, 2015 meeting were provided as information. No discussion of this item took place.

8. Chair's Report

The Chair noted that the Dean Report, released on November 20, 2015, validates the role and importance of the College and includes a number of recommendations that are the College's responsibility to address. As a result, the Board will hold a planning session as soon as possible in the new year to discuss matters related to priority-setting and next steps. The Chair also noted that, as a self-managed regulatory body for the skilled trades in Ontario, the College must ensure that it continues to meet the objectives of the *Ontario College of Trades and Apprenticeship Act* and, as noted in the Dean Report, the College's priority must be to protect the public interest and promote the skilled trades.

The Chair also reported that the College is sponsoring the Canadian Apprenticeship Forum's upcoming roundtable session in Toronto on February 25, 2016. The event will include a broad range of industry experts and stakeholders who will participate in panel discussions that focus on helping support higher levels of success for apprentices.

9. Governance & Nominations Committee Report

9.1 Recommendations re: Committee Chair Appointments

The Board considered recommendations regarding Chair appointments to the Complaints, Registration Appeals, and Governance & Nominations Committees. It was noted that a vacancy exists for Chair, Fitness to Practise Committee but that as no eligible Board member on this Committee expressed interest in serving as Committee Chair, the Governance & Nominations Committee recommends not making an appointment at this time.

With respect to the Governance & Nominations Committees, only R. Barker expressed interest in standing for nomination. With respect to the Registration Appeals Committee, both D. Gosen and P. Sousa were interested in serving as Chair, and the Governance & Nominations Committee recommended D. Gosen. With respect to the Complaints Committee, both P. Faubert and J. Holmes expressed interest in serving as Chair, and the Governance & Nominations Committee recommended P. Faubert.

As set out in the Decision Note, staff confirmed that section 14.4(i) of the College By-law provides that the Governance & Nominations Committee "shall make recommendations to the Board regarding the members and Chairs of Committees established by the Act or [the] by-laws" and that section 30(3) of OCTAA provides that the Board "shall appoint one of the members of each committee as the chair of that committee." In short, the Board is not bound by the recommendations of the Governance & Nominations Committee.

P. Sousa advised that he no longer wished to be considered for Chair of the Registration Appeals Committee, while J. Holmes advised that he continued to be interested in serving as Chair of the Complaints Committee. Thus, the Board agreed that it should proceed with a vote by secret ballot for the appointment of Chair, Complaints Committee. J. Bennett and J. Cooper served as scrutineers and distributed ballots to Board members in person and asked Board members participating by teleconference to send their respective vote via email to M. Feres. A total of 18 paper ballots and

email votes were collected and counted, and the results of the election were provided to the Chair. After reviewing the scrutineers' report, the Chair announced that J. Holmes received a majority of the votes cast.

BG20151215-05 Moved by P. Cherubini, seconded by R. Maybery, and CARRIED, the Board directed staff to destroy the ballots and securely purge the emails from this vote.

BG20151215-06 Moved by R. Maybery, seconded by P. Sousa, and CARRIED, that whereas vacancies currently exist in the office of Committee chair on four Committees of the Board; and whereas the Governance & Nominations Committee makes recommendations to the Board regarding the members and Chairs of Committees established by the Act or the by-laws; and whereas the Board has considered the recommendations made by the Governance & Nominations Committee on November 23, 2015; and whereas the Board held a vote by secret ballot for the position of Chair, Complaints Committee; and whereas J. Holmes received a majority of the votes cast; the Board appointed J. Holmes as Chair, Complaints Committee, D. Gosen as Chair, Registration Appeals Committee, and R. Barker as Chair, Governance & Nominations Committee, each to hold the office of Chair of their respective Committee until such time as their membership on the Committee expires or their respective successor is appointed.

9.2 By-law Amendments

R. Barker provided a summary of both the Governance & Nominations Committee's and Finance & Audit Committee's recommended By-law amendments that are now subject to Board approval. The Board discussed the proposed section 13.8(a)(iii) (regarding the composition of the Complaints Committee) and agreed to its removal for further consideration by the Complaints Committee and Governance & Nominations Committee.

BG20151215-07 Moved by H. Deane, seconded by T. Carvin, and CARRIED, that whereas the Governance & Nominations Committee assists the Board of Governors to find effective ways to address normal Board governance issues; and whereas on February 23, 2015, the Governance & Nominations Committee endorsed an annual review of the College's General By-law whereby the Committee tables one package of recommended amendments to the General By-law at one meeting of the Board of Governors per year; and whereas numerous amendments to the By-law have been proposed over the course of 2015, and staff has been collecting and preparing the proposed amendments; and whereas on October 5, 2015 and November 23, 2015, the Governance and Nominations Committee agreed to recommend several By-law amendments to the Board of Governors, all of which are set out in Appendix A to the December 15, 2015 Decision Note titled "By-law Amendments"; and whereas on November 20, 2015, the Finance and Audit Committee agreed to recommend certain amendments to Section 8 (Remuneration) of the By-law to the Board of Governors, as set out in Appendix A to the December 15, 2015 Decision Note titled "By-law Amendments"; the Board of Governors hereby approves the By-law amendments set out in Appendix A to the December 15, 2015 Decision Note titled "By-law Amendments", subject to the removal of section 13.8(a)(iii) which will be further considered by the Complaints Committee and Governance & Nominations Committee.

9.3 Board Evaluation: Initial Direction

R. Barker reviewed a Governance & Nominations Committee proposal concerning Board evaluation.

BG20151215-08 Moved by P. Cherubini, seconded by I. Harris, and CARRIED, that whereas the Governance & Nominations Committee provides recommendations to the Board regarding Board evaluation and assessment; and whereas the Governance & Nominations Committee tabled a proposed process for Board evaluation and assessment at the Board's December 15, 2015 meeting; the Board of Governors adopted the Board evaluation and assessment process set out in the Decision Note titled "Board Evaluation: Initial Direction" dated December 15, 2015.

9.4 Annual Review of Code of Ethics

R. Barker updated the Board regarding the Governance & Nominations Committee's annual review of the Code of Ethics. On November 23, 2015, the Committee reviewed the Code and noted that it has not been a source of debate, interpretation or application for any particular reason over the past year, and therefore concluded that the Code remains suitable its purpose and no revisions are recommended at this time. The Code of Ethics will continue to be monitored and reviewed by the Governance & Nominations Committee on an annual basis, and any proposed changes flowing from the Committee's review will be tabled at a future Board meeting.

9.5 Process for Election of Chair, Board of Governors

R. Barker notified the Board that an election for Chair, Board of Governors will take place on February 23, 2016 and reviewed the process to be followed with respect to nominations and/or expressions of interest and key dates, as follows:

- i. In early-January 2016, the Governance & Nominations Committee will solicit nominations (including self-nominations/expressions of interest);
- ii. At its January 25, 2016 meeting, the Governance & Nominations Committee will consider nominations/expressions of interest;
- iii. The Governance & Nominations Committee may make a recommendation re: Board Chair on February 23, 2016 (as per its Terms of Reference);
- iv. All nominees will be tabled at the February 23, 2016 Board meeting; and
- v. If there is more than one nominee, a vote by secret ballot will take place on February 23, 2016 (may involve brief speeches by each nominee).

R. Barker also advised that the Governance & Nominations Committee suggests that the names of the nominators be made known to the Board on February 23, 2016.

10. Divisional Board Reports

10.1 Construction

J. Barry reviewed highlights of the Construction Divisional Board's December 7, 2015 meeting including the discussion of the Divisional Board's draft Terms of Reference; the decision to support the Trade Standards Management and Renewal Process, subject to a recommendation for amendment; review of three Training Standards; update on the implementation status of the Program Evaluation Process; review of Trade Board resolutions and drafting of response letters; and a summary of industry, regulatory and corporate updates.

10.2 Industrial

T. Carvin reviewed highlights of the Industrial Divisional Board's November 13, 2015 meeting including the discussion of the Divisional Board's draft Terms of Reference; the decision to support the Trade Standards Management and Renewal Process; review of a Training Standard; update on the implementation status of the Program Evaluation Process; review of Trade Board resolutions and drafting of response letters; and a summary of industry, regulatory and corporate updates.

10.3 Motive Power

K. Poultney reviewed highlights of the Motive Power Divisional Board's December 2, 2015 meeting including the Divisional Board's draft Terms of Reference; the decision to support the Trade Standards Management and Renewal Process; review of three Training Standards; update on the implementation status of the Program Evaluation Process; the review of Trade Board resolutions

and drafting of response letters; and a summary of industry, regulatory and corporate updates.

10.4 Service

R. Brewer reviewed highlights of the Service Divisional Board’s November 25, 2015 meeting including the Divisional Board’s draft Terms of Reference; the decision to support the Trade Standards Management and Renewal Process; review of three Training Standards; update on the implementation status of the Program Evaluation Process; discussion of the Apprenticeship Training Tax Credit eligibility for Service sector trades; review of Trade Board resolutions and drafting of response letters; and a summary of industry, regulatory and corporate updates.

11. Next Board of Governors Meeting

The Chair confirmed that the next Board meeting is scheduled for February 23, 2016.

12. Motion to Move In Camera

BG20151215-09 Moved by J. Barry, seconded by P. Cherubini, and CARRIED the Board of Governors approved a motion to move in camera.

13. In Camera Meeting

The Board met in camera.

14. Adjournment

The meeting adjourned at 1:20 p.m.

“Pat Blackwood”
Signed: Pat Blackwood
Chair, Board of Governors

“David Tsubouchi”
Signed: David Tsubouchi
Registrar & CEO