



Minutes

Board of Governors Meeting

October 18, 2016 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	Jamie Holmes*
Rob Brewer, Vice-Chair*	Ron Johnson
Robin Barker	Louie Leombruni
James Barry	Roy Maybery
Tom Carvin	Kate Poultney
Piero Cherubini	David Pyper
Howard Deane*	Doug Reynolds
Pauline Faubert	Paul Sousa
Don Gosen	David Tsubouchi, Registrar & CEO
Irene Harris	

Board Members not in Attendance

Suzette Cameron
Joe Maloney

Staff in Attendance

Warren Barbour, Director, Member Services
Jason Bennett, Director, Corporate Governance
Tyler Charlebois, Manager, Marketing
Jennifer Cooper, Director, Litigation & Legal Services
Meg Feres, Supervisor, Board Operations
Bruce Matthews, Deputy Registrar
Mary Meffe, Chief Financial Officer
Jen Norman, General Counsel
Jan O'Driscoll, Manager, Media Relations & Communications
Bob Onyschuk, Director, Compliance & Enforcement
Royden Trainor, Director, Policy & Programs

*Participated by telephone

1. Call to Order/Welcome

The Chair called the meeting to order at 10:55 a.m., and welcomed Board members, College staff, and observers.

2. Approval of Agenda

The Chair noted a revision to the name of the Lobbyists Registration Act item.

BG20161018-01 Moved by D. Reynolds, seconded by D. Gosen, and CARRIED, the Agenda for the October 18, 2016 Board of Governors meeting was approved as amended.

3. Conflict of Interest

No conflicts were declared.

4. Business Arising from Prior Meetings

The Board reviewed the items listed in *Business Arising from Prior Meetings*. No discussion of these items took place.

5. Approval of Minutes

BG20161018-02 Moved by R. Barker, seconded by P. Sousa, and CARRIED, the minutes of the June 14, 2016 meeting of the Board of Governors were approved as tabled.

6. Chair's Report

The Chair reported on his introductory remarks at the Trade Board Chair and Vice-Chair training session on September 22, 2016 and noted recent senior level staff changes.

7. Finance & Audit Committee Report

7.1 Q2 and F2016 Financial Forecast Update

R. Brewer reviewed the financial results for the second quarter ended June 30, 2016, including Financial Statements, Statement of Operations, and closing cash balance. It was noted that the favourable variance is due primarily to reduced expenses.

7.2 2016 Audit Service 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 2016 and to approve the audit plan.

BG20161018-03 Moved by T. Carvin, seconded by L. Leombruni, and CARRIED, the Board of Governors approved Deloitte LLP as auditors of the Ontario College of Trades for 2016 and approved the 2016 Audit Service Plan outlined in Appendix A to the Decision Note titled "*Appointment of Auditors & Approval of the 2016 Audit Plan*".

7.3 Q2-2016 Risk Management Update

R. Brewer presented an updated overview of the external and internal risk factors that could impact College operations. The Board considered a Finance & Audit Committee recommendation that the Board of Governors receive the College's Risk Management Quarterly Update for Q2-2016. The Board agreed that in future reports the risk category "Information Security" should be changed to "Information and Cyber Security".

BG20161018-04 Moved by P. Faubert, seconded by D. Reynolds, and CARRIED, that whereas on July 29, 2016 the Finance & Audit Committee approved the College's Risk Management Quarterly Update for Q2-2016; the Board of Governors received the College's Risk Management Quarterly Update for Q2-2016.

7.4 Minutes of Committee Meetings

R. Brewer advised that the draft minutes of the Finance & Audit Committee's July 29, 2016 meeting were provided as information. M. Meffe clarified the policy change with respect to deferral accounting.

8. Executive Committee Report

8.1 2016 Strategic Priorities & 2017 Proposal

The Chair updated the Board on the status of the 2016 Strategic Priorities and reviewed the proposed Strategic Planning roadmap for 2017 and beyond. The Board agreed to include a strategic planning session in Spring 2017 as another step in the roadmap. Because there are members whose terms will end on August 31, 2017, the additional session will assist in knowledge transfer to those remaining on the Board beyond that date.

BG20161018-05 Moved by I. Harris, seconded by P. Faubert, and CARRIED, the Board of Governors approved an additional step to the Strategic Planning roadmap for 2017 and beyond to include a strategic planning session in Spring 2017.

BG20161018-06 Moved by R. Barker, seconded by D. Reynolds, and CARRIED, the Board of Governors accepted the Executive Committee's July 29, 2016 recommendations and approved the Strategic Planning Roadmap set out in the October 18, 2016 Decision Note titled "2016 Strategic Priorities Update & 2017 Roadmap" and authorized staff to take the steps outlined therein and as modified in Resolution BG20161018-05.

8.2 Chair's Award of Excellence

The Board reviewed a proposed *Chair's Award of Excellence* that will recognize the outstanding contribution of individuals or organizations to skilled trades and/or apprenticeship in Ontario. Nominations will be open to employers, individuals, groups, and associations to recognize College members or stakeholders that excel in the following *Award* recipient criteria:

- Demonstrate outstanding support for apprenticeship in Ontario, such as promoting, diversity, consistent hiring of apprentices, completion; (employers)
- Deliver innovative training and support for apprentices or demonstrate longstanding success in apprenticeship completion rates and outcomes; (training centres/College instructors)
- Demonstrate outstanding leadership as ambassadors to increase the sustainability or perception of Ontario's skilled trades (trades professionals, employers, others).

The Board also discussed the location for the 2017 Annual Meeting of Members, at which one of two awards presentations per year will be made.

BG20161018-07 Moved by J. Barry, seconded by P. Sousa, and CARRIED, the Board of Governors approved the plan for establishing the Ontario College of Trades *Chair's Award of Excellence* as outlined in the Decision Note titled "*Proposal for Ontario College of Trades Chair's Award of Excellence*".

BG20161018-08 Moved by J. Barry, seconded by R. Maybery, and CARRIED, that whereas all three of the Annual Meetings of Members (AMM) to date have been held at the College's location in Toronto; and whereas the Board of Governors believes that the AMM is an appropriate occasion to demonstrate the Ontario-wide scope of the College's jurisdiction; the Board of Governors directed staff to explore options to hold the 2017 AMM at a location other than the College's offices in Toronto, and report back to the Board as soon as practicable.

8.3 Lobbyists Registration Act: Application to the College

The Board reviewed a legal opinion concerning recent changes to the *Lobbyists Registration Act* and their implications for the College. This issue was discussed at the July 29, 2016 Executive

Committee meeting. The Executive Committee has agreed to monitor the issue until July 2017. During this time, the College will be collecting data about the amount of time spent by staff in activities that, taking into account existing statutory exemptions under the *Ontario College of Trades and Apprenticeship Act, 2009* (OCTAA), are determined to be ‘lobbying’.

8.4 Minutes of Committee Meetings

The Chair advised that the final minutes of the July 29, 2016 and the draft minutes of the September 23, 2016 Executive Committee meetings were provided as information. No discussion of these items took place.

R. Brewer signed off at 12:00 noon.

9. Governance & Nominations Committee Report

9.1 General By-law Amendment: Expedited Appointment of Investigators

The Board considered By-law amendments to Sections 3.10 and 13.6 that will expedite the appointment of investigators.

BG20161018-09 Moved by P. Sousa, seconded by P. Cherubini, and CARRIED, that whereas the Governance and Nominations Committee assists the Board of Governors to find effective ways to address normal Board governance issues; and whereas on November 23, 2015, the Governance and Nominations Committee reviewed a staff proposal to expedite the appointment of investigators under section 53 of the *Ontario College of Trades and Apprenticeship Act, 2009*, but deferred the matter to a future meeting; and whereas on July 25, 2016, the Governance and Nominations Committee endorsed the amendments to the College General By-law set out in the October 18, 2016 Decision Note titled “By-law Amendments: Expedited Appointment of Investigators” and recommends that the Board of Governors amend the College General By-law accordingly at its October 18, 2016 meeting; the Board of Governors approved the amendments to the College General By-law set out in the October 18, 2016 Decision Note titled “By-law Amendments: Expedited Appointment of Investigators”.

9.2 General By-law Amendment: Research Advisory Committee

The Board considered a proposal to establish a Research Advisory Committee, along with the Committee’s Terms of Reference and related By-law amendments.

BG20161018-10 Moved by R. Johnson, seconded by P. Faubert, and CARRIED, that whereas the Board of Governors identified the need to establish a research group to inform decision-making at the College as part of its 2016 Strategic Priorities; and whereas the Governance and Nominations Committee assists the Board of Governors to find effective ways to address normal Board governance issues; and whereas on July 25, 2016 and September 19, 2016, the Governance and Nominations Committee reviewed a Decision Note titled “Research Advisory Committee to Inform Decision-Making” and draft Terms of Reference for the proposed standing Committee of the Board; and whereas the Board of Governors “may establish other committees that the Board from time to time considers necessary” pursuant to section 31 of the *Ontario College of Trades and Apprenticeship Act, 2009*; the Board of Governors approved the establishment of the Research Advisory Committee; and further approved the draft Terms of Reference set out in Appendix A to the October 18, 2016 Decision Note titled “Research Advisory Committee to Inform Decision-Making”; and further approved corresponding amendments to the College General By-law set out in Appendix B to that Decision Note; and further approved that steps be taken to seek expressions of interest in order to populate the new committee pursuant to the Governance and Nominations Committee’s process for doing so.

P. Cherubini opposed the motion.

9.3 General By-law Amendment: Definition of “Member”

The Board considered draft amendments to the College General By-law that would define what it means to be a “member” of the Ontario College of Trades.

BG20161018-11 Moved by D. Gosen, seconded by K. Poultney, and CARRIED, that whereas certain operational challenges and issues have arisen due to the absence of a single, clear and comprehensive definition of “member” in OCTAA, its regulations, or the College General By-law; and whereas on September 19, 2016, the Governance and Nominations Committee reviewed a Decision Note titled “Definition of ‘Member’ in the By-law” and agreed to recommend to the Board of Governors on October 18, 2016 that the College General By-law should be amended to include the definition of “member” set out in the Decision Note; the Board of Governors approved the By-law amendments set out in Appendix A and Appendix C to the October 18, 2016 Decision Note titled “Definition of ‘Member’ in the By-law”.

9.4 Confidentiality and Duty to Return Property to College under Code of Ethics

The Board reviewed a legal opinion concerning the duty to return property to the College “upon termination of service” under the Confidentiality provisions of the governing structure’s Code of Ethics.

9.5 Committee Appointment and Succession Planning Process

The Board reviewed the *Committee Appointment and Succession Planning Process* approved by the Governance and Nominations Committee. No discussion of the item took place.

9.6 Appointment to Discipline Committee

The Board considered a potential appointment to the Discipline Committee.

BG20161018-12 Moved by P. Sousa, seconded by P. Cherubini, 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 Chair of the Discipline Committee requested that the Governance and Nominations Committee consider recommending the appointment of an additional eligible Board member with adjudicative experience to the Discipline Committee; and whereas on September 19, 2016 the Governance and Nominations Committee agreed to recommend that the Board of Governors appoint Pauline Faubert to Discipline Committee at the Board meeting on October 18, 2016 and, by way of cross-appointment, appoint Ms. Faubert to the Fitness to Practise Committee; the Board of Governors approved the appointment of Pauline Faubert to the **Discipline Committee** and, by way of cross-appointment under section 13.9(d) of the College General By-law, to the **Fitness to Practise Committee**, for a two-year term of office on each Committee commencing October 18, 2016.

9.7 Minutes of Committee Meetings

R. Barker advised that the final minutes of the July 25, 2016 and the draft minutes of the September 19, 2016 Governance & Nominations Committee meetings were provided as information and provided highlights of work being done by the Committee.

10. Statutory Committees Report

10.1 Q2 and Q3-2016: Complaints, Discipline, Fitness to Practise, and Registration Appeals

J. Bennett reported on the activities of the Complaints, Discipline, Fitness to Practise, and Registration Appeals committees of the Board for Q2-2016 and Q3-2016.

10.2 Minutes of Complaints Committee Meeting

The draft minutes of the Complaints Committee's April 7, 2016 meeting were provided as information. No discussion of this item took place.

10.3 Minutes of Registration Appeals Committee Meeting

The draft minutes of the Registration Appeals Committee's June 1, 2016 meeting were provided as information. No discussion of this item took place.

11. Divisional Board Reports

11.1 Construction

J. Barry advised that a report on written responses to Trade Board recommendations and the draft minutes of the Divisional Board's June 21, 2016 meeting were provided to the Board for information. He also reviewed highlights of the meeting including the election of a Vice-Chair; discussions with representatives of the Construction Boilermaker and Sheet Metal Worker Trade Boards about the process the Divisional Board will use to review and approve Training Standards and Curriculum Standards; and a summary of industry, regulatory and corporate updates.

11.2 Industrial

T. Carvin advised that a report on written responses to Trade Board recommendations were provided to the Board for information.

11.3 Motive Power

K. Poultney advised that the draft minutes of the Divisional Board's June 8, 2016 meeting were provided to the Board for information. She reviewed highlights of the meeting, including the election of Vice-Chair, Michael Hickey; an update on trades in the Motive Power sector that are in the Validation step of the Program Evaluation Process (PEP), particularly a review of data trends and patterns, as well as draft versions of four Trade Reports outlining the same vital statistics and information noted above; a review of statistics for Motive Power trades; and a summary of industry, regulatory and corporate updates.

11.4 Service

The Chair presented the Service Divisional Board Report on behalf of R. Brewer and advised that a report on written responses to Trade Board recommendations and the draft minutes of the Divisional Board's June 16, 2016 meeting were provided to the Board for information. He also reviewed highlights of the meeting, including an update on trades in the Service sector that are in the Validation step of PEP, particularly a review of data trends and patterns as well as draft versions of four Trade Reports outlining the same vital statistics and information noted above; approval of the Baker and Baker-Pâtissier Training Standard; and a summary of industry, regulatory and corporate updates.

12. Registrar's Reports for Q2-2016 and Q3-2016

D. Tsubouchi presented the Q2-2016 and Q3-2016 Registrar's Reports, each consisting of an Executive Summary, Operational Report, and a 2016 Strategic Priorities update.

13. Next Board of Governors Meeting

The next Board of Governors meeting is scheduled for December 6, 2016.

14. Motion to Move In Camera

BG20161018-13 Moved by J. Barry, seconded by T. Carvin, and CARRIED the Board of Governors approved a motion to move in camera.

15. In Camera Meeting

The Board met in camera at 12:20 p.m.

16. Adjournment

The meeting adjourned at 12:45 p.m.

“Pat Blackwood”

Signed: Pat Blackwood
Chair, Board of Governors

“David Tsubouchi”

Signed: David Tsubouchi
Registrar & CEO