



# Minutes

## Board of Governors Meeting

April 19, 2016 at 10:00 a.m.  
Ontario College of Trades  
655 Bay Street, 6<sup>th</sup> Floor  
Toronto, ON, M5G 2K4

### Board Members in Attendance

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

### Board Members not in Attendance

Tom Carvin

### Staff in Attendance

Warren Barbour, Director, Member Services  
Jason Bennett, Director, Corporate Governance  
Jennifer Cooper, Director, Litigation & Legal Services  
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

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### 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. The Registrar reviewed emergency procedures.

## **2. Approval of Agenda**

The Chair reviewed the draft agenda and noted that the item titled *“Proposal to Establish a Diversity, Equity, and Inclusion Advisory Committee of the Board”* is being removed from the agenda so that staff can do further work on the proposal. The item will be re-tabled at a future meeting.  
**BG20160419-01** Moved by I. Harris, seconded by P. Cherubini, and CARRIED, the Agenda for the April 19, 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**

**BG20160419-02** Moved by D. Reynolds, seconded by J. Holmes, and CARRIED, the minutes of the February 23, 2016 meeting of the Board of Governors were approved as tabled.

## **6. Finance & Audit Committee Report**

### **6.1 2015 Audit Results Report**

R. Brewer tabled the 2015 Audit Results Report prepared by the College’s audit firm, Deloitte.  
**BG20160419-03** Moved by L. Leombruni, seconded by R. Maybery, and CARRIED, the Board of Governors received Deloitte’s 2015 Audit Results Report.

### **6.2 2015 Draft Audited Financial Statements**

R. Brewer presented the financial overview related to the 2015 draft audited financial statements including the Statement of Financial Position (balance sheet) and the Statement of Operations (revenue and expenses). It was noted that the auditors issued an unqualified audit opinion, confirming that the financial statements present fairly, in all material respects, the financial position of the College as at December 31, 2015.

**BG20160419-04** Moved by D. Reynolds, seconded by K. Poultney, and CARRIED, the Board of Governors approved the 2015 audited financial statements as presented in Appendix A to the Decision Note titled *“Approval of the 2015 Audited Financial Statements”*.

### **6.3 Q1-2016 Risk Register**

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 Q1-2016.

**BG20160419-05** Moved by I. Harris, seconded by P. Cherubini, and CARRIED, the Board of Governors received the College’s Risk Management Quarterly Update for Q1-2016.

### **6.4 Draft Per Diem Eligibility Policy**

R. Brewer reviewed a draft policy prescribing the types of Board/College business or activity for which a per diem may be payable under the College’s remuneration framework set out in Section 8 of the General By-law.

**BG20160419-06** Moved by D. Reynolds, seconded by J. Barry, and CARRIED, that whereas the Finance & Audit Committee assists the Board with ensuring appropriate management of College assets, investments and finances; and whereas on January 20, 2016, the Finance & Audit Committee directed staff to draft a policy prescribing the types of Board or College

business/activity that are eligible for the payment of a per diem under the College’s remuneration framework; and whereas on March 30, 2016, the Finance & Audit Committee considered a draft policy called *Per Diem Eligibility* (F3.2), endorsed the policy, and agreed to recommend it to the Board of Governors for approval on April 19, 2016; the Board of Governors hereby approves the *Per Diem Eligibility* policy (F3.2) tabled on April 19, 2016 as Appendix A to the Decision Note titled ‘Draft Per Diem Eligibility Policy’.

#### **6.5 Minutes of Committee Meeting**

R. Brewer advised that the draft minutes of the Finance & Audit Committee’s March 30, 2016 meeting were provided as information. No discussion of this item took place.

### **7. Chair’s Report**

The Chair updated the Board on the recent Canadian Council of Directors of Apprenticeship stakeholders’ meeting in which discussions took place on the topics of harmonization and foreign credentials recognition, as well as on the Canadian Apprenticeship Forum’s roundtable session in Toronto on February 25, 2016.

S. Tatla presented highlights of activities that resulted in the College being recognized as one of Canada’s Best Diversity Employers for 2016. The award recognizes employers across Canada that have exceptional workplace diversity and inclusiveness programs. The 65 recipients of the award are diversity, equity and inclusion leaders in their respective industry and region of Canada. The College’s application highlighted the work it is doing both internally with its workforce, as well as its efforts to advance diversity in the skilled trades in Ontario. S. Tatla took the opportunity to provide an overview of the College’s diversity, equity, and inclusion strategies for 2015 and 2016.

R. Barker joined the meeting at 10:30 a.m.

### **8. Governance & Nominations Committee Report**

#### **8.1 Recommendations re: Appointments to Governance & Nominations Committee**

The Board considered recommendations regarding two appointments to the Governance & Nominations Committee.

**BG20160419-07** Moved by J. Barry, 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; and whereas there are two vacancies on the Governance & Nominations Committee as of the April 19, 2016 Board of Governors meeting; and whereas the Governance & Nominations Committee recommends that the Board of Governors appoint Doug Reynolds and Paul Sousa to the Governance & Nominations Committee; the Board of Governors hereby appoints **Doug Reynolds** and **Paul Sousa** to the Governance & Nominations Committee, each for a three-year term of office commencing April 19, 2016.

#### **8.2 Minutes of Committee Meeting**

R. Barker reviewed highlights of the draft minutes of the Governance & Nominations Committee’s March 21, 2016 meeting.

### **9. Statutory Committees Report**

J. Bennett reported on the activities of the Complaints, Discipline, Fitness to Practise and Registration Appeals committees of the Board for Q1-2016, including statistics related to panel and committee meetings.

## **10. Divisional Board Reports**

### **10.1 Construction**

There was no Divisional Board update for Construction.

### **10.2 Industrial**

P. Blackwood reviewed highlights of the Industrial Divisional Board's March 9, 2016 meeting, including the discussion of the Divisional Board's draft Terms of Reference; review of the Standards "pipeline" in the sector; review of initial research and approval to move some trades to Step 2 ("Validation") of the Program Evaluation Process; review of Trade Board resolutions; and a summary of industry, regulatory and corporate updates.

### **10.3 Motive Power**

K. Poultney reviewed highlights of the Motive Power Divisional Board's March 8, 2016 meeting, including the discussion of the Divisional Board's draft Terms of Reference; review of the Standards "pipeline" in the sector; review of initial research and approval to move some trades to Step 2 ("Validation") of the Program Evaluation Process; overview of data suggesting positive effects of College enforcement activities on the Auto Body and Collision Damage Repairer portion of the sector; review of Trade Board resolutions 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 April 4, 2016 meeting including the discussion of the Divisional Board's draft Terms of Reference; review of the Standards "pipeline" in the sector; review of initial research and approval to move some trades to Step 2 ("Validation") of the Program Evaluation Process; review of Trade Board resolutions; and a summary of industry, regulatory and corporate updates.

## **11. Registrar's Report**

D. Tsubouchi presented the Registrar's Report, consisting of an Executive Summary, Operational Report, and Strategic Priorities update. The Board was also briefed on departmental highlights during Q1-2016.

## **12. Next Board of Governors Meeting**

The Chair confirmed that the next Board meeting is scheduled for June 14, 2016. This will also be the date for the Annual Meeting of Members.

## **13. Other Business**

D. Reynolds shared his experience of a "Ride-Along" taken with one of the College's Compliance & Enforcement Officers on March 21, 2016. D. Reynolds noted that during the field visits made that day, the Enforcement Officer demonstrated a strong base of knowledge and worked in a professional manner. He also advised the Board that he has provided feedback to the Director of Compliance & Enforcement related to suggested process improvements.

## **14. Motion to Move In Camera**

**BG20160419-08** Moved by R. Brewer, seconded by R. Barker, and CARRIED the Board of Governors approved a motion to move in camera.

## **15. In Camera Meeting**

The Board met in camera at 11:00 a.m.

**16. Adjournment**

The meeting adjourned at 11:20 a.m.

“Pat Blackwood”

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Signed: Pat Blackwood  
Chair, Board of Governors

“David Tsubouchi”

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Signed: David Tsubouchi  
Registrar & CEO