



Minutes

Board of Governors Meeting

October 20, 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

Howard Deane

Pauline Faubert

Don Gosen

Irene Harris

Jamie Holmes

Louie Leombruni

Kate Poultney

Paul Sousa

David Tsubouchi, Registrar & CEO

Board Members not in Attendance

Ron Johnson

Roy Maybery

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 10:00 a.m. and welcomed Board members, College staff, and observers. The Registrar introduced the College's new Director of Litigation, J. Cooper, and reviewed emergency procedures.

2. Approval of Agenda

The Chair reviewed the draft agenda and announced the following changes:

- The item titled “*Per Diem Proposal*” has been removed from the agenda for further refinement at the Committee level;
- The item titled “*Strategic Plan 2015-2020*” should be renamed “*Strategic Plan 2015-2020: 2016 Strategic Priorities*”; and
- The item titled “*Terms of Reference for Committees and Divisional Boards*” is an Information item, not a Decision item.

BG20151020-01 Moved by J. Holmes, seconded by P. Cherubini, and CARRIED, the Agenda for the October 20, 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*. No discussion of these items took place.

5. Approval of Minutes

BG20151020-02 Moved by P. Sousa, seconded by T. Carvin, and CARRIED, the minutes of the August 11, 2015 meeting of the Board of Governors were approved as tabled.

6. Finance & Audit Committee Report

6.1 Financial Statements and Financial Forecast Update at August 31, 2015

R. Brewer reviewed the financial results as at August 31, 2015, 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 two-month period ended August 31, 2015, and an increase in the expected excess of revenue over expenses for the fiscal year ending December 31, 2015.

6.2 Q3-2015 Risk Management Report

R. Brewer presented an updated overview of the external and internal risk factors which could impact the operations of the College. It was noted that the first sentence in the “Risk Treatment Actions” column of the “Board Succession” risk will be corrected on future reports to read “*The Appointments Council will stagger terms for board members to ensure there is sufficient knowledge transfer and retention within the governance structure*”. The Board considered a Finance & Audit Committee recommendation that the Board of Governors receive the College’s Risk Management Quarterly Update for Q3-2015.

BG20151020-03 Moved by J. Barry, seconded by J. Holmes, and CARRIED, the Board of Governors received the College’s Risk Management Quarterly Update for Q3-2015.

6.3 Minutes of Committee Meetings

R. Brewer advised that the final minutes of the Finance & Audit Committee’s September 22, 2015 meeting and draft minutes of the October 5, 2015 meeting were provided as information. No discussion of these items took place.

7. Service Divisional Board Report

7.1 Administrative Update to Ontario Regulation 278/11 Related to Child Development Practitioner Trade

R. Brewer presented a recommendation that the Board commence the process to make an administrative amendment to Ontario Regulation 278/11 to replace references to “*Day Nurseries Act*” with “*Child Care and Early Years Act*” to reflect the name change established by the *Child Care Modernization Act, 2014*. The *Child Care and Early Years Act* came into effect on August 31, 2015, replacing the now outdated *Day Nurseries Act*.

BG20151020-04 Moved by P. Faubert, seconded by P. Cherubini, and CARRIED, the Board of Governors directs the Regulations Committee to work with College staff to develop a draft regulation to make an administrative amendment to Ontario Regulation 278/11 to replace references to “*Day Nurseries Act*” with “*Child Care and Early Years Act*” for the reasons outlined in the Decision Note titled “Administrative Update to Ontario Regulation 278/11 Related to the Child Development Practitioner Trade”.

7.2 Draft Minutes of July 30, 2015 Service Divisional Board Meeting

R. Brewer advised that the minutes were provided as information. No discussion of these items took place.

8. Executive Committee Report

8.1 Strategic Plan 2015-2020: 2016 Strategic Priorities

The Chair reviewed the College’s 2016 Strategic Priorities identified by the Board of Governors at the strategic planning workshops earlier this year and requested that the Board approve the 2016 Strategic Priorities. Discussion took place with respect to the priorities as they relate to the objects of the College set out in the *Ontario College of Trades and Apprenticeship Act, 2009*.

BG20151020-05 Moved by J. Holmes, seconded by P. Sousa, and CARRIED, the Board of Governors approved the 2016 Strategic Priorities outlined in the report titled *Strategic Plan 2015-2020: 2016 Strategic Priorities*.

8.2 Minutes of Committee Meetings

The Chair advised that the final minutes of the Executive Committee’s August 4, 2015 and September 3, 2015 meetings, and the draft minutes of its September 22, 2015 meeting, were provided as information. No discussion of these items took place.

9. Governance and Nominations Committee Report

9.1 Recommendations for Appointments to Committees

The Board considered recommendations regarding appointments to various committees of the Board.

BG20151020-06 Moved by I. Harris, seconded by R. Barker, 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 a number of vacancies exist on the Registration Appeals, Regulations, Complaints, Discipline, Finance & Audit, Fitness to Practise, and Governance & Nominations Committees of the Board of Governors; the Board of Governors hereby appoints **Paul Sousa** and **Pauline Faubert** to the **Registration Appeals Committee**, each for a term of office commencing October 20, 2015 and expiring October 20, 2017, or as soon thereafter as the Board of Governors shall meet; **Robin Barker**, **Pauline Faubert**, and **Don Gosen** to the **Regulations Committee**, each for a term of office commencing October 20, 2015 and expiring

October 20, 2018, or as soon thereafter as the Board of Governors shall meet; **Jamie Holmes** to the **Complaints Committee**, for a term of office commencing October 20, 2015 and expiring October 20, 2017, or as soon thereafter as the Board of Governors shall meet; and **James Barry** to the **Finance & Audit Committee**, for a term of office commencing October 20, 2015 and expiring October 20, 2018, or as soon thereafter as the Board of Governors shall meet.

9.2 Terms of Reference for Committees and Divisional Boards

R. Barker provided information regarding the progress of revised Terms of Reference for all Committees of the Board of Governors and the four Divisional Boards. The Board was informed that the Executive Committee has put in place a six-step approvals process. A discussion took place with respect to step 4 of the process as it relates to managing feedback from Committees and Divisional Boards.

BG20151020-07 Moved by I. Harris, seconded by J. Barry, and CARRIED, the Board of Governors approved that the execution of step 4 be changed from *“The Governance and Nominations Committee has requested to review the ToRs a second time, including all changes suggested following review by the Committees and Divisional Boards”* to *“The Governance and Nominations Committee will be reviewing the ToRs a second time, including all changes suggested following review by the Committees and Divisional Boards.”*

9.3 Draft Minutes of Committee Meeting

R. Barker advised that the draft minutes of the Governance & Nominations Committee’s October 5, 2015 meeting were provided as information. No discussion of this item took place.

10. Construction, Industrial, and Motive Power Divisional Board Reports

There were no updates from the Construction, Industrial, and Motive Power Divisional Boards. All Divisional Boards are scheduled to hold meetings in November and December 2015.

11. 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 Q3-2015, including the “Tune In, Trade Up” and “Helmets to Hardhats” initiatives and events to promote the skilled trades in Ontario.

12. Next Board of Governors Meeting

The Chair confirmed that the next Board meeting is scheduled for December 15, 2015. The Chair reminded Board members of the orientation and training session taking place at 1:00 pm which is open to all Board members and Divisional Board members.

13. Motion to Move In Camera

BG20151020-08 Moved by J. Barry, seconded by P. Cherubini, and CARRIED the Board of Governors approved a motion to move in camera.

14. In Camera Meeting

The Board met in camera with staff.

15. Adjournment

BG20151020-09 Moved by J. Barry, seconded by J. Holomes, 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