



Minutes

Board of Governors Meeting

August 19, 2014 at 9:30 a.m.
Ontario College of Trades
655 Bay Street, 6th Floor, Toronto, ON, M5G 2K4

Board Members in Attendance

Ron Johnson, Chair	Don Gosen
Pat Blackwood, Vice-Chair	Irene Harris
Robin Barker	Jamie Holmes
James Barry	Chelsey Hooker*
Rob Brewer	George Katinas
Tom Carvin	Roy Maybery
Piero Cherubini	Jennifer Moon
Jules Danielewski*	Ucal Powell
Pauline Faubert	Dave Suess
Chantelle Fitzgibbon	David Tsubouchi, Registrar & CEO

Board Member not in Attendance

Kate Poultney

Staff in Attendance

Jason Bennett, Legal Counsel & Manager, Corporate Governance
Tony Brenders, Executive Director & COO
Aysen Farag, Administrative Assistant, Corporate Governance
Meg Feres, Supervisor, Board Operations
Sherri Haigh, Director, Communications and Marketing
Mary Meffe, Chief Financial Officer
Sandeep Tatla, Chief Diversity Officer
Royden Trainor, Director, Policy and Programs

* Attended by teleconference

1. Call to Order/Welcome

R. Johnson called the meeting to order at 9:30 a.m. and welcomed Board members, College staff, and observers. The Board acknowledged that this is the final Board meeting for J. Moon, and expressed appreciation and thanks for her service and contributions to College over the last three years.

2. Approval of Agenda

The Chair reviewed three changes to the draft agenda:

- “Removal of Board Members from Office” is moved to an in camera discussion due to privacy concerns;
- *Terms of Reference for Governance and Nominations Committee* is changed from an Information item to a Decision item; and
- Addition of an information item in the Executive Committee Report titled *New Trade and Apprenticeship Program Development Process*.

BG20140819-01 Moved by D. Suess, seconded by P. Blackwood, and CARRIED, that the Agenda for the August 19, 2014 Board of Governors meeting is approved, as amended.

3. Conflict of Interest

No conflicts were declared.

4. Approval of Minutes

BG20140819-02 Moved by J. Holmes, seconded by D. Suess, and CARRIED, that the minutes of the June 17, 2014 meeting of the Board of Governors are approved.

5. Approval of Record of Board Decisions

BG20140819-03 Moved by G. Katinas, seconded by R. Maybery, and CARRIED, that the Record of Board Decisions for the June 17, 2014 meeting of the Board of Governors is approved.

6. Executive Committee Report

6.1 Revised Strategic Plan

The Chair reviewed the proposed revised multi-year Strategic Plan to 2020. An amendment was proposed to change the strategic objective “*Advance diversity & culture of inclusion*” to “*Advance diversity & foster a culture of inclusion*”. The Board also discussed the activities of the annual business cycle.

BG20140819-04 Moved by J. Moon, seconded by J. Holmes, and CARRIED, that the Board of Governors approves the revised Strategic Plan for the College as amended in the document attached as Appendix A to the Decision Note titled “*Approval of the Revised Multi-Year Strategic Plan*”.

BG20140819-05 Moved by J. Moon, seconded by J. Holmes, and CARRIED, that the Board of Governors directs staff to develop an educational session related to the activities of the annual business cycle, including the Strategic Plan, Operational Plan, Business Plan and budget, to be provided on October 21, 2014, the date of the Board’s next scheduled meeting.

6.2 Quarterly Membership Data Report

The Chair provided an overview of the active membership base by member class as reported at the end of each operating quarter since Q2-2013.

6.3 Terms of Reference for Governance & Nominations Committee

The Chair informed the Board of certain amendments to the Governance and Nominations Committee’s Terms of Reference that were approved by the Executive Committee on July 29, 2014, and reviewed a proposed amendment requiring Board approval.

BG20140819-06 Moved by D. Suess, seconded by I. Harris, and CARRIED, that whereas on July 21, 2014, the Governance & Nominations Committee agreed to request an amendment to its Terms of Reference that would grant the Committee the authority to review and approve any new Terms of Reference or any amendment to existing Terms of Reference before they are submitted to the Executive Committee for final approval (subject to the exception below); and whereas amendments to the Terms of Reference of the Executive Committee are to be reviewed and approved by the Governance & Nominations Committee before they are submitted to the Board of Governors for final approval; **Be it Resolved:** That the Board of Governors hereby approves the amendment to section 3 of the Terms of Reference of the Governance & Nominations Committee with respect to Terms of Reference, as set out in the Decision Note dated August 19, 2014.

6.4 New Trade and Apprenticeship Program Development Process

The Chair asked the Board to review the information provided on the *New Trade and Apprenticeship Program Development Process* in preparation for a decision item on this topic at the Board's October 21, 2014 meeting.

6.5 Draft Minutes of July 29, 2014 Executive Committee Meeting

The Chair presented the draft minutes of the Executive Committee meeting of July 29, 2014.

7. Governance & Nominations Committee Report

7.1 General By-law Amendment: Composition of Panels under Section 13.11

I. Harris briefed the Board on a proposed amendment to section 13.11 of the General By-law that will provide greater flexibility in the appointment of disciplinary and registration-related panels. **BG20140819-07** Moved by P. Blackwood, seconded by G. Katinas, and CARRIED, that whereas section 13.11(c) of the College General By-law, as currently drafted, requires members of the Complaints, Discipline, Fitness to Practise and Registration Appeals committees to be members of the Ontario College of Trades in order to serve on panels of their respective committee; and whereas the amendment proposed in the Decision Note dated August 19, 2014 will make current and future committee members who are not members of the Ontario College of Trades eligible to serve on panels of their respective committee; **Be it Resolved:** That section 13.11(c) of the College General By-law is hereby amended as set out in the Decision Note dated August 19, 2014 re: General By-law Amendment: Composition of Panels under section 13.11.

7.2 General By-law Amendment: Ex-Officio Member of Executive Committee

The Chair recused himself from discussion of this item and this portion of the meeting was overseen by the Vice-Chair, P. Blackwood.

I. Harris briefed the Board on a proposed amendment to the College General By-law that would provide that the immediate past Chair of the Board is an *ex-officio* member of the Executive Committee, provided that he/she continues to be a member of the Board. An additional amendment was proposed to change section 13.6(c) from "*A quorum of the Executive Committee is three*", to "*A quorum of the Executive Committee is three, not including the ex-officio member referred to in (b) above*".

BG20140819-08 Moved by D. Gosen, seconded by C. Fitzgibbon, and CARRIED, that whereas the immediate past Chair of the Board of Governors may be identified as an *ex-officio* member of Committees of the Board in the College General By-law; and whereas the Board of Governors endorses an amendment to section 13.6 of the College General By-law that would make the immediate past Chair of the Board of Governors an *ex-officio* member of the Executive Committee

of the Board;

Be it Resolved: That the amendment to section 13.6 of the College General By-law set out in the Decision Note dated August 19, 2014 re: General By-law Amendment: Immediate Past Chair of the Board as an Ex-officio Member of the Executive Committee, and as further amended as noted above, is hereby approved.

R. Johnson resumed the role of Chair.

7.3 Draft Minutes of July 21, 2014 Governance & Nominations Committee Meeting

I. Harris presented the draft minutes of the Governance & Nominations Committee meeting of July 21, 2014.

8. Regulations Committee Report

P. Blackwood advised the Board that a draft regulation to set out the new classification of the Sprinkler and Fire Protection Installer trade as compulsory and to consolidate all trade classifications into one Board of Governors regulation will be reviewed by the Regulations Committee at its next meeting, scheduled for September 16, 2014.

9. Industrial Divisional Board Report

T. Carvin updated the Board on the Industrial Divisional Board's activities with respect to the Program Evaluation Process initiative.

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

10. Registrar's Report

D. Tsubouchi updated the Board on the College's current and planned activities with respect to communications, marketing, compliance and enforcement, corporate governance, policy and programs, membership and client services, and diversity, equity, and inclusion.

11. Motion to Move *In Camera*

BG20140819-09 Moved by D. Suess, seconded by G. Katinas, and CARRIED, that the meeting move *in camera*.

12. Adjournment

The meeting adjourned at 12:00 p.m.

Signed: "Ron Johnson"
Chair, Board of Governors

Signed: "David Tsubouchi"
Registrar & CEO