

(Draft) COUNCIL MEETING MINUTES
October 1, 2018 9:00 am – 4:00 pm
COO Boardroom | 90-300 Adelaide St. W., Toronto

Council Members Present:

Mr. David Milne, President, Public Member
Mr. Bryan Todd, Vice President, Elected Member
Ms. Dorina Reiz, RO, Elected Member
Ms. Ingrid Koenig RO, Elected Member
Mr. Omar Farouk, Public Member
Mr. Joseph Richards, Public Member
Ms. Jacalyn Cop-Rasmussen, Public Member
Ms. Neda Mohammadzadeh RO, Elected Member
Mr. Edward Viveiros RO, Elected Member
Ms. Peggy Dreyer RO, Elected Member
Ms. Trudy Mauth, Public Member
Mr. Gordon White, Public Member
Mr. Rob Vezina, RO, Elected Member
Mr. Balbir Dhillon, RO, Elected Member

Administration:

Mr. Fazal Khan, RO, Registrar, CEO
Ms. Melanie Woodbeck, Deputy Registrar
Ms. Michelle Kushnir, General Counsel
Ms. Carolyn Robertson, Manager Communications and Executive Office

1.1 Introductions and Announcement

Mr. Dunsdon, the Independent Meeting Chair, opened the meeting with roll call around the Council table and in the Gallery. Andrej Sikic, Liaison to the Ministry of Health and Long-Term Care was in attendance.

The Registrar, CEO, Fazal Khan, welcomed Melanie Woodbeck, Deputy Registrar and Michelle Kushnir, General Counsel, both are returning employees.

Mr. Khan noted a change to the agenda. The new agenda would include an *in camera* session at 11:00.

1.2 Conflict of Interest

No conflicts of interest were declared.

1.3 Adoption of Agenda

MOTION: TO APPROVE THE AGENDA AS AMENDED WITH THE IN CAMERA SESSION.
Moved: P. Dreyer
Seconded: J. Richards

VOTE: CARRIED

2.0 Minutes

No corrections to the minutes were brought forward.

THE MINUTES WERE APPROVED BY CONSENSUS AS PRESENTED.

3.0 Finance

Mr. White and Mr. Tse were welcomed to the meeting at 9:13.

3.1 Year-to-date Financial Variance Report

Deputy Registrar, Melanie Woodbeck, reviewed the Year-to-date Financial Statements with the Council. The floor was then opened to questions.

MOTION: TO APPROVE THE FINANCIAL STATEMENTS AS PRESENTED.

Moved: N. Mohammedzadeh
Seconded: T. Mauth

VOTE: CARRIED

4.1 Honoraria Policy

The Registrar, CEO reviewed the proposed changes to the Honoraria policy with Council. Proposed amendments to the policy included: 1) Paying the scheduled meeting time if the meeting ended early. 2) Changing how much notice is provided when a meeting is cancelled after which point the attendees would still be paid. 3) Adding to the policy the requirement to submit requests for Honoraria in advance of the year end. The floor was then opened to discussion.

There was some discussion around accounting methods and when honoraria requests to be submitted.

2.1 Council reached a consensus on increasing the chair rate by \$50.

2.4 Council reached a consensus for adopting the changes such that when meetings are cancelled or adjusted within 48 hours elected and appointed Council members will be able to claim for their originally scheduled time.

3.4 The majority was in agreement with adopting the policy changes requiring request for honoraria to be submitted before the coo's year end on december 31.

MOTION: TO ADOPT THE AMENDED HONORARIA POLICY.

Moved: B. Todd

Seconded: P. Dreyer

Opposed: Mr. Vezina

VOTE: CARRIED

Because there was still some time before the CNO would arrive It was decided that Council would move onto some of the governance policies for approval before break.

6.1 Asset Protection Policy

Mr. White reviewed the Asset Protection Policy with Council.

MOTION: BASED ON THE GOVERNANCE COMMITTEE'S RECOMMENDATION, COUNCIL MOVES TO APPROVE THE DRAFT OF THE REVISED ASSET PROTECTION POLICY (OB 2-07).

Moved: G. White

Seconded: B. Todd

VOTE: CARRIED

6.2 Vendor Relations Policy

Mr. White reviewed the Vendor Relations policy with Council, which updates and replaces the College's Consultant Hiring Process document.

MOTION: BASED ON THE GOVERNANCE COMMITTEE'S RECOMMENDATION, THE COO COUNCIL APPROVES THE VENDOR RELATIONS AND PROCUREMENT MANAGEMENT POLICY (OB 2-08).

Moved: G. White

Seconded: O. Farouk

ACTION: Friendly amendment – change the word 'quotes' to 'quotations'.

VOTE: CARRIED

Council then took a short break and the meeting resumed at 10:00.

5.0 Presentation by the College of Nurses of Ontario (CNO)

Mr. Khan, Registrar, introduced the speakers Anne Coghlan, Executive Director & Chief Executive Officer, CNO and Kevin McCarthy, Director of Strategy, CNO.

The presentation focused on the changes proposed in Vision 20/20. The floor was then opened to questions and a discussion followed.

In-Camera Session under the RHPA

Resumed 6.0 Governance Policies

6.3 Investment Policy

Mr. White reviewed the Investment Policy with Council and noted that the purpose of the policy is to safeguard the College.

MOTION: BASED ON THE GOVERNANCE COMMITTEE'S RECOMMENDATION, THE COO COUNCIL MOVES TO APPROVE THE INVESTMENT POLICY (OL 2-09).

Moved: G. White
Seconded: O. Farouk

VOTE: CARRIED

6.4 CEO Job Products Policy

Mr. White reviewed the CEO Job Products Policy with Council.

MOTION: THAT THE COO COUNCIL, ON THE GOVERNANCE COMMITTEE'S RECOMMENDATION, APPROVE THE NEW REGISTRAR, CEO JOB PRODUCTS POLICY (CSR 3-05). FURTHER, THAT THE COUNCIL MOVE TO RESCIND THE CURRENT NOTES ON REGISTRAR, CEO'S ROLE EXTRACTED FROM GOVERNANCE REFERENCE MANUAL, POLICY ON GOVERNANCE ROLES AND RESPONSIBILITIES (MARCH 12, 2010).

Moved: G. White
Seconded: J. Richards.

VOTE: CARRIED

6.5 Council Staff Relationship Policy

Mr. White reviewed the CEO Job Products Policy with Council.

Moved: G. White

Seconded: I. Koenig

VOTE: CARRIED

6.6 Registrar CEO Position Description

Mr. White reviewed the Registrar CEO Position description policy with Council.

MOTION: THAT THE COUNCIL MOVES TO APPROVE THE NEW REGISTRAR, CEO POSITION DESCRIPTION POLICY (CSR 3-06).

Moved: G. White

Seconded: O. Farouk

VOTE: CARRIED

Council then took a lunch break from 11:50 to 12:50.

6.7 Intellectual Property Policy

MOTION: TO APPROVE THE NEW CSR 3-04 INTELLECTUAL PROPERTY POLICY.

Moved: G. White

Seconded: O. Farouk

VOTE: CARRIED

6.8 Self Evaluation Tools

6.8.1 Council and 6.8.2 Appointed

Mr. White provided an overview of the new Council self-evaluations. Council briefly discussed the changes. A discussion followed regarding the timing and it was determined that date should be removed and that the Governance Committee should approach the governance consultant to confirm the timeline.

MOTION: THAT COUNCIL PARTICIPATES IN AND COMPLETES THE SELF-EFFECTIVENESS EVALUATION BOTH THE ELECTED AND THE APPOINTED AS DIRECTED BY GOVERNANCE.

Moved: R. Vezina

Seconded: B. Todd

VOTE: CARRIED

8.1 Jurisprudence Module

Mr. Milne, Chair of Patient Relations, briefed the committee regarding the updated Jurisprudence Module.

MOTION: TO APPROVE THE UPDATED VERSION OF THE JURISPRUDENCE MODULE

Moved: D. Milne
Seconded: R. Vezina

VOTE: CARRIED

8.2 Appointed Member Policy

David Milne, Chair of Patient Relations reviewed the highlights of the Appointed Member Policy with Council. The proposed policy allows for the creation of a second category of appointed members who serve only on the Discipline Committee.

The benefits of increasing the number of appointed members was discussed.

MOTION: TO APPROVE THE APPOINTED MEMBER POLICY AS RECOMMENDED BY THE EXECUTIVE COMMITTEE.

Moved: D. Milne
Seconded: I. Koenig

VOTE: CARRIED

7.0 Cyber Security Presentation by Azhar Laladin, Managing Director at Inscope

Mr. Khan introduced the speaker, Mr. Azhar Laladin, Managing Director from Inscope. The presentation focused on preparing for and preventing a security breach and highlighted ways of protecting an organization from an information security breach.

8.3 By-Law Article 6.6 Elections

Ms. Kushnir, General Counsel reviewed the proposed changes to By-Law Article 6.6 with Council. Ms. Kushnir noted that the proposed changes would clarify the by-laws to bring them in line with COO's interpretation of the voter eligibility requirements.

MOTION: TO AMEND THE COLLEGE BY-LAW ARTICLE 6.6 TO PASS THE BYLAW WITHOUT CIRCULATION

Moved: B. Todd
Seconded: N. Mohammedzadeh

VOTE: CARRIED

8.4 Council Fall 2018 and Winter 2019 meetings

The Registrar, Mr. Khan, spoke to the briefing note. In light of the updated by-laws the Council calendar for the year will be moving up. Activities which were previously completed at January Council will now be completed in December. These include Council approval of the committee slate, executive elections and the election of Committee Chairs and Vice Chairs.

By consensus it was confirmed that the December Council meeting will be two days.

9.0 Reports

9.1 Registrar's Report

Mr. Khan reviewed the features of the Member profile including links to the electronic elections. It was noted that the COO will be launching the new website in November and that a new domain name has been secured.

Council was also briefed on the Elections which are about to take place in District 2 (Eastern) with a race between 2 candidates, Ingrid Koenig and Derick Summers. The Registrar congratulated Bryan Todd who was acclaimed in District 3 (Northern).

An update was also provided regarding the upcoming shows and the Injunction against Essilor /clearly.ca

9.2 Annual Report

Council reviewed the annual report.

9.3 Committee Reports

Mr. Milne, President, briefed Council regarding the highlights of the Executive Committee report. It was then decided that the remaining reports would be adopted.

MOTION: TO ADOPT THE COMMITTEE REPORTS AS PRESENTED.

Moved: T. Mauth
Seconded: G. White

VOTE: CARRIED

10.0 Adjournment

MOTION: TO ADJOURN THE COUNCIL MEETING.

Moved: I. Koenig
Seconded: P. Dreyer

VOTE: CARRIED