



Board Meeting Minutes June 21, 2024 | 9 a.m. – 3:27 p.m.

Board Members Present

Ann Watt RD – Chair
Denis Tsang RD – Vice Chair
Brenda Murphy, Public Member
Deion Weir RD
Dawn van Engelen RD
Donna Hennyey RD
Galina Semikhnenko, Public Member
Navita Viveky RD
Ray D'Sa, Public Member
Santhikumar Chandrasekharan, Public Member
Teresa Taillefer RD

Staff

Melanie Woodbeck - Registrar & Executive Director
Lisa Dalicandro – Director of Governance &
Regulatory Policy
Jada Pierre-Malcolm – Executive Assistant

Guests

Michelle Kushnir, Legal Counsel

Regrets

John Regan, Public Member

1.0 Call to Order

A. Watt, Chair of the Board, called the meeting to order at 9:07 a.m.

The Board welcomed the newly elected directors:

- Deion Weir
- Teresa Taillefer

2.0 Land Acknowledgement: National Indigenous Peoples Day

In recognition of Indigenous Peoples Day, M. Woodbeck shared an extended land acknowledgement and lead the Board in a discussion about the significance of National Indigenous Peoples Day.

Public interest rationale: Organizational learning around EDI-B is key to driving strategy, building organizational EDI-B capacity, and affecting systemic change. Training assists in ensuring that an EDI-B lens is applied to Board and Committee decision making in the interest of the diverse public served by CDO.



3.0 Approval of the Agenda

An amendment to the agenda was requested to accommodate the facilitator for the Board's in-camera session. It was requested that the in-camera session move from a 4 p.m. start time to a 2 p.m. start time.

MOTION to approve the agenda as amended.

Moved by: D. Tsang

Seconded by: Teresa Taillefer

Carried

4.0 Declaration of Conflict of Interest

No conflict of interest was declared.

5.0 Declaration of Bias

No bias was declared.

6.0 Election of Executive Committee Members

The Executive Committee election is conducted at the first Board meeting of the term. Board directors elect the Chair, Vice-Chair, third member, and fourth member, who comprise the Executive Committee.

Board directors were given two options for declaring their intention of running for any of the four positions of the Executive Committee – notifying the Board in writing ahead to be included in the meeting package and declaring their intention to run at the meeting. Candidates were given the opportunity to speak to their candidacy before the election.

Election of Chair

D. Tsang submitted a statement of interest to be nominated as Chair. He was nominated by S. Chandrasekharan and Ray D'Sa and accepted the nomination.

T. Taillefer submitted a statement of interest to be nominated as Chair. She was nominated by D. Tsang and S. Chandrasekharan and accepted the nomination.

A. Watt declared her interest in the position of Chair. She was nominated by N. Viveky and accepted the nomination.

D. Tsang was elected as Chair of the College.



Election of Vice Chair

A. Watt declared her interest in the position of Vice-Chair. She was nominated by R. D'Sa and S. Chandrasekharan and accepted the nomination.

A. Watt was acclaimed as Vice Chair of the College.

Election of Third and Fourth Members of the Executive Committee

B. Murphy declared her interest in the position of Third Member. She was nominated by N. Viveky and D. Tsang and accepted the nomination.

D. Hennyey declared her interest in the position of Third Member. She was nominated by B. Murphy and accepted the nomination.

N. Viveky was nominated for the position of Third Member by S. Chandrasekharan but did not accept the nomination.

B. Murphy and D. Hennyey were acclaimed as the Third and Fourth Members of the Executive Committee.

Public interest rationale: The Executive Committee has the authority to act as the Board between Board meetings for urgent matters – with some exceptions. This allows CDO to remain nimble and quickly respond to matters when necessary.

Consent Agenda

7.0 Board Meeting Minutes

March 22, 2024

Executive Committee Report

May 2024

Proposed Board Meeting Dates

For the 2024-2025 term

Confirmation of Committee Appointments

MOTION to approve the Consent Agenda.

Moved by: *D. van Engelen*

Seconded by: *N. Viveky*

Carried

8.0 Board Workplan and Training Calendar

The Board reviewed the Board Workplan and Training Calendar for the 2024 – 2025 term.

The Board agreed that the workplan and training calendar provide sufficient opportunities to address learning needs and that the workplan supports the required activities and initiatives to achieve the strategic plan by the 2025 end date.

MOTION to approve the proposed Board workplan and training calendar for the 2024-2025 term.

Moved by: A. Watt

Seconded by: B. Murphy

Carried

Public interest rationale: Adopting an annual workplan and training calendar allows the Board to prioritize the activities and initiatives that are most aligned with the College's strategic plan and the public interest. Board training and development helps improve the governance of an organization by enhancing the knowledge, skills, and abilities of Board directors to make decisions in the public interest.

9.0 Committee Terms of Reference – Finance & Audit, Governance and Patient Relations Committee

L. Dalicandro reviewed the proposed amendments to the terms of reference for the Audit, Governance and Patient Relations committees.

The proposed amendments to the Audit Committee's terms of reference redistribute the financial responsibilities of the Executive Committee, allowing for the operationalization of the Executive Committee's reduced role. This includes changing the committee's name to the Finance and Audit Committee.

The proposed amendments to the Governance Committee's terms of reference redistribute the governance responsibilities of the Executive Committee. The proposed amendments also include assuming the role of the Elections Committee, which would subsequently call for the dissolution of the Elections Committee.

The proposed amendments to the Patient Relations Committee's terms of reference align the Committee's composition with the composition of the Executive Committee.

MOTION to approve the proposed amendments to the Finance & Audit Committee terms of reference, as presented, to come into effect immediately.

Moved by: N. Viveky

Seconded by: B. Murphy

Carried



MOTION to approve the proposed amendments to the Governance Committee terms of reference, as presented, to come into effect immediately.

Moved by: B. Murphy

Seconded by: D. Hennyey

Carried

MOTION to approve the dissolution of the Elections Committee to come into effect immediately.

Moved by: D. Weir

Seconded by: D. van Engelen

Carried

MOTION to approve the proposed amendments to the patient relations committee terms of reference, as revised, to come into effect immediately.

Moved by: B. Murphy

Seconded by: N. Viveky

Carried

Public interest rationale: Redistributing the financial and governance responsibilities of the Executive Committee aligns with governance best practices by reducing the role of the Executive and ensuring that the committee with the requisite competencies perform the duties. Aligning with practices of good governance allows CDO to be effective, efficient, transparent and accountable in the delivery of its mandate which fosters public confidence and trust.

10.0 Committee Compositions and Appointments

The Board considered the Executive Committee's recommendations regarding the composition of College committees and appointments of committee members.

The Board considered committee composition requirements; projected workload of committees and panels; preferences of Board and committee members; succession planning; and diversity of committee members.

The Board agreed with the proposed committee slate and the recommended committee appointees.

MOTION to appoint Helen Tomalik, Gina Carvalho, Julie Slack, Hilary Monteith, Antonia Morganti as committee appointees for 3-year terms.

Moved by: D. Weir

Seconded by: S. Chandrasekharan

Carried



MOTION to reappoint Barbara Major-McEwan as a committee appointee for a 3-year term.

Moved by: B. Murphy

Seconded by: S. Chandrasekharan

Carried

MOTION to approve the draft committee composition chart, as presented.

Moved by: N. Viveky

Seconded by: R. D'Sa

Carried

Public interest rationale: Effective governance enhances public confidence. The College's governance structure includes committees which are comprised of individuals with a range of perspectives and experience to ensure decisions are in the public interest, are fair and based on sound evidence and expert knowledge.

11.0 Management Report

M. Woodbeck provided an overview of the management report, including:

Operations and Communications

- Completion of two IT security scans.
- Operating surplus of \$532,000. Funds will be added to the reserve fund.
- Refreshed branding and launch of new College website scheduled for this summer.
- Rebuilt database dashboards as part of the website update.

Professional Practice & QA

- Operationalized the new Code of Ethics.
- Submitted scope of practice proposal to the Ministry of Health and are awaiting the assignment of an advisor.
- Completed initial work on the draft Marketing and Advertising Standards, which is ready for public consultation.

Registration

- The Prior Learning Assessment and Recognition policy updated to provide internationally educated applicants with a fairer exam to demonstrate their knowledge.
- The Ministry of Health has initiated inquiries related to CDO's submission of the 2019 draft registration regulation.
- All six Ontario programs have onboarded with Equal
- CDO received its office of the fairness commissioner risk rating for 2022 and continues to be designated as a low-risk regulator.



Governance and Regulatory Updates

- The first Board elections with one Ontario district concluded with T. Taillefer and D. Weir elected for 3-year terms.
- R. D'Sa by the Public Appointments reappointed for a 3-year term.
- British Columbia's amalgamation of the Colleges of Physiotherapists, Occupational Therapists, Opticians, Optometrists, Speech and Hearing Professionals, and Dietitians, will occur in June. The new College will be called the College of Health and Care Professionals of British Columbia.
- Bill 190 passed its first reading and includes changes to the Fair Access to Regulated Professions and Compulsory Trades.
- The Hon. Sylvia Jones, Minister of Health and Deputy Minister, addressed HPRO at its annual meeting and thanked the colleges for implementing and supporting the Ministry's policy innovations. Minister Jones reiterated the ministry's strong focus on access to care, where and when more convenient, reducing wait times for diagnosis and treatment.
- M. Woodbeck shared that she has been appointed to the HPRO management committee.

Public interest rationale: The Board has a fiduciary duty to CDO, which includes providing assurance that the College's operations facilitate its public protection mandate.

12.0 Advertising and Marketing Standard & Guidelines

S. Thiessen presented the draft Marketing and Advertising Standard and Practice Guidelines to the Board. The proposed Standard aims to uphold public trust by focusing on advertising and marketing practices that enhance client and public health without being overly burdensome. The proposed standard and guidelines include:

- The requirement for truth and accuracy in advertising and marketing.
- Ethical considerations regarding conflict of interest, disclosures, endorsements and sponsorships.
- Legal considerations regarding language, public interest and reputational risk.
- Considerations for transparency, promotion, novel business practices and emerging technologies.
- Reference to relevant legislation and CDO standards.

The Board approved the Standard as recommended by the Professional Practice Committee, for consultation with registrants and system partners.

MOTION to approve the draft advertising standard in principle, as presented, for consultation with registrants and system partners.

Moved by: N. Viveky

Seconded by: S. Chandrasekharan

Carried



Action: The Advertising and Marketing Standards and Practice Guidelines will be circulated for consultation with registrants and system partners.

Public interest rationale: The College ensures safe, ethical and competent dietetic practice in Ontario. Proposed Advertising Standard revisions align with CDO's Equity, Diversity, Inclusion and Belonging (EDI-B) principles, emphasizing cultural safety, population health, advertising, conflict of interest and evidence-informed practice.

13.0 Bylaw 1 Revisions

M. Kushnir, legal counsel, reviewed proposed changes to Bylaw-1 with the Board. The proposed changes operationalize the reduced role of the Executive Committee by redistributing responsibilities to the Finance and Audit Committee and the Governance Committee and reducing the notice period for special meetings of the Board to allow it to meet quickly to address pressing matters. The cooling off period of committee appointees was increased to align with the cooling off period for Board directors. Several housekeeping items were also proposed to provide clarity, consistency and address corrections.

The Board agreed with proposed amendments, noting alignment with CDO governance modernization goals.

MOTION to approve the proposed amendments to Bylaw 1, as presented, to come into effect immediately.

Moved by: D. Hennyey

Seconded by: D. Weir

Carried

Action: Operationalize and communicate bylaw revisions.

Public interest rationale: Good governance is at the heart of effective professional regulation and decision-making in the public interest. The proposed by-law changes are reflective of modern governance practices intended to strengthen public trust in the regulatory framework and reduce any misconceptions about the role of professional Board directors.

14.0 Governance Manual Revisions

M. Kushnir reviewed proposed changes to the Governance Manual with the Board. The proposed changes address housekeeping items for clarification, consistency and corrections, and align with the proposed changes to Bylaw 1.



A Record Keeping and Minutes policy was proposed, which builds on the existing In-Camera Policy to include additional details on the approval of minutes, how minutes are stored and accessed, content included in minutes and how votes are recorded.

The Board agreed with proposed amendments, noting alignment with CDO governance modernization goals.

MOTION to approve the proposed amendments to the Governance Manual, as presented, to come into effect immediately.

Moved by: N. Viveky

Seconded by: B. Murphy

Carried

Action: Operationalize and communicate Governance Manual revisions.

Public interest rationale: Good governance is at the heart of effective professional regulation and decision-making in the public interest. The proposed changes to the Governance Manual are reflective of modern governance practices intended to strengthen public trust in the regulatory framework.

15.0 In-Camera Session

The Board discussed an in-camera matter pursuant to section 7(2)(b) and (d) of the health professions procedural code.

MOTION to move in-camera at 1:58 p.m.

Moved by: N. Viveky

Seconded by: D. Hennyey

Carried

MOTION to move out of in-camera at 2:48 p.m.

Moved by: D. Tsang

Seconded by: S. Chandrasekharan

Carried



16.0 Board Meeting Evaluation

The Board reviewed the results of the March 22, 2024 meeting evaluation. The board noted the positive feedback and did not take any action related to the comments.

Public interest rationale: The ongoing assessment of Board meetings with a focus on interactions, behaviours, and decisions, to evaluate the Board's effectiveness at achieving its mandate reflects best practices in governance. This transparent and reflective performance review demonstrates the Board's commitment to continuous improvement and good governance.

17.0 Annual Board and Committee Evaluations

The Board discussed the annual Board and Committee evaluations for the purpose of identifying learning opportunities, strengths, and challenges. The board noted the overall positive feedback and did not take any action related to the comments.

Public interest rationale: Good governance is the foundation for effective regulation and public trust. Best practices in regulation support the ongoing assessment of the Board and committees with a focus on interactions, behaviours, and decisions, to their effectiveness at achieving their mandate. This transparent and reflective performance review demonstrates CDO's commitment to continuous improvement and good governance. Organizational learning around EDI-B is key to driving strategy, building organizational EDI-B capacity, and affecting systemic change. Training ensures that an EDI-B lens is applied to Board and Committee decision making in the interest of the diverse public served by the CDO.

18.0 Risk Monitoring Report

M. Woodbeck presented the Risk Monitoring Report (Q3) to the Board. No risk or mitigation plans were reassessed, and no risks were identified or downgraded.

Public interest rationale: In the public's interest, an essential aspect of College's governance and management is to ensure that organizational and risks to the public are identified, assessed and managed efficiently and effectively.

19.0 New CDO Brand Guidelines

C. Ellis presented on the outcome of the corporate brand refresh project, aligning CDO's communications with right-touch regulation. Updates to CDO's logo and typography were introduced, which was designed to represent CDO as a trusted, right-touch regulator that is focused on public protection and communicates with system partners in a relational, contemporary and professional manner.



C. Ellis also unveiled CDO's new website, which is scheduled to launch in July, along with the refreshed branding.

20.0 Adjournment

MOTION to adjourn at 3:27 p.m.

Moved by: D. van Engelen

Carried