



Board Meeting Minutes

December 13, 2024 | 9:00 a.m. – 4:00 p.m.

Board Members Present

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

Staff

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

Regrets

Brenda Murphy, Public Member
John Regan, Public Member
Navita Viveky RD
Teresa Taillefer RD

1. Call to Order and Land Acknowledgement

D. Tsang opened the meeting with a land acknowledgement.

The meeting was called to order at 10:00 a.m. by D. Tsang, Chair of the Board.

2. Approval of the Agenda

MOTION to approve the agenda as circulated.

Moved by: D. van Engelen

Seconded by: S. Chandrasekharan

Carried

3. Declaration of Conflict of Interest and Bias

No conflict of interest or bias was declared.



4. **Consent Agenda**

Board Meeting Minutes

September 13, 2024

Executive Committee Report

November 2024

Board Meeting Dates – 2025

MOTION to approve the Consent Agenda.

Moved by: D. van Engelen

Seconded by: D. Hennyey

Carried

5. **Strategic Plan 2025 - 2029**

The Board reviewed the draft 2025 – 2029 Strategic Plan, which was developed through an engaging strategic planning process with the support of an external facilitator. The board agreed that the draft strategic plan accurately reflected its discussions and direction from the strategic working sessions.

MOTION to approve the 2025 – 2029 strategic plan as presented for implementation on April 1, 2025

Moved by: D. Weir

Seconded by: D. van Engelen

Carried

Public interest rationale: The strategic plan directs CDO's operations by prioritizing efforts and creating organizational alignment to achieve our public interest mandate. Clearly communicating our mission, vision, values and priorities, as well as reporting on our progress, will help build public trust and demonstrate accountability for our results.



6. EDI-B Teaching and Learning: Ableism

The Board engaged in an equity, diversity, inclusion and belonging (EDI-B) learning and reflection moment on ableism. The Board considered the ways in which people with disabilities experience barriers and how ableism rationalizes their exclusion, neglect, abuse and exploitation. The Board discussed how CDO can integrate accessibility into its work.

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.

The College Performance Measurement Framework (CPMF), which measures how well regulatory Colleges are protecting the public interest, also requires that Board and Committees engage in EDI-B training that has been informed by self-identified learning needs.

7. Board Meeting Evaluation Results – September 13, 2024

The Board reviewed the results of the September 13, 2024 meeting evaluation. The Board noted the positive feedback and did not take any action related to the comments. The Chair encouraged all directors to actively participate in governance evaluations in order to foster a culture of ongoing learning and improvement.

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.

8. Management Report

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



Operations and Communications

- Completed additional cybersecurity hardening, including back-end IT policies and configuring Office 365 with geofiltering and an enhanced IT service to proactively detect and respond to malicious activities and cyber events.
- Launched new branded corporate materials.
- Records management mapping underway as part of our approach to modernizing our data management.

Registration

- Registration Regulation changes are underway and anticipate the draft legislation will be approved in early 2025 and effective mid-2025.
- Annual renewal ended October 31, with 4,373 registrants renewing.
- Entry-to-practice assessments (KCAT and CDRE) administered.
- Submitted a funding request to evaluate and streamline the PLAR. If approved, will partner with an educational institution in Ontario to develop a sustainable bridging model.
- The first accreditations under the new framework were completed, with CDO and the Alliance continuing to monitor the process.

Professional Practice

- Rollout of the updated Code of Ethics underway. The College is among the first regulators to incorporate AI and emerging technologies into the code of ethics.
- The fall Reg Talks are underway, which focus on the new Advertising and Marketing Standard.
- Work is underway on a new Billing Standard, which will be considered by the Board in 2025. The standard will ensure that RDs working in private practice have clear expectations and resources for navigating challenging scenarios to ensure public protection.

Governance and Risk

- Work is underway for the 2025 election cycle, which will mark the completion of the transition to six elected directors.
- CDO's involvement in the Alliance continues to be active. In 2024, the Alliance enhanced the national exam (CDRE) resources and developed a new three-year strategic plan with a focus on collaboration, system partnerships and national entry to practice requirements and processes.
- Submitted two letters to the government in response to public consultations.



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.

9. Regulatory Trends

M. Woodbeck provided the Board with an update on regulatory trends, informed by organizational engagement in annual learning conferences and environmental scanning:

- Technology, AI and ethics
- EDI
- Compassion and trauma informed regulation
- The future of regulation needs more external engagement

Public interest rationale: Keeping abreast of changes within the regulatory sector and learning from system partners supports the Board's ongoing education and contributes to informed decision making in alignment with CDO's public interest mandate.

10. Investment Policy

R. Pollice presented a draft investment policy, which incorporated the Board's strategic discussions in June and September 2024 on the College's objectives and risk tolerance. R. Pollice confirmed that on the advice the College's auditors, the policy would does not allow the Board to invest in U.S. assets given the potential tax implications.

R. Pollice confirmed the Board's risk tolerance and indicated that, while there would be some fluctuation in the portfolio, it is expected to yield a return.

The Board agreed that the draft investment policy effectively establishes the parameters, limitations and risk tolerances for the Registrar for the management of CDO investments.

MOTION to approve the proposed investment policy.

Moved by: D. van Engelen

Seconded by: S. Chandrasekharan

Carried



Action items:

- Notify investment advisor of new policy for implementation

Public interest rationale: The Board has a fiduciary duty to provide oversight on financial matters and risks and to ensure that the organization has adequate financial resources now and, in the future, to fulfill its public protection mandate.

11. Governance Evaluation Framework

K. McCarthy and I. Gatcheva presented a draft governance evaluation framework for evaluating board and committee performance. The proposed evaluation framework builds on CDO's governance practices and provides a structured, cyclical approach to governance evaluation and continuous improvement. Key features of the governance evaluation framework include: enhanced annual board and committee evaluations, third party assessments, chair facilitated post-meeting evaluation, and ongoing chair support.

The Board highlighted the importance of leveraging the role of the chair and the need to provide education and training opportunities to develop the competencies.

The Board agreed that the proposed governance evaluation framework achieved the intended goals of redeveloping the way CDO evaluations board and committee performance.

MOTION to approve the governance evaluation framework as presented.

Moved by: S. Chandrasekharan

Seconded by: B. Murphy

Carried

Action items:

- Board and committee member training on new framework.
- Implementation.

Public interest rationale: Good governance is the foundation for effective regulation and public trust. Best practices in regulation support the ongoing assessment of board meetings with a focus on interactions, behaviours and decisions, to evaluate the Board's

effectiveness at achieving its mandate. This transparent and reflective performance review demonstrates the Board's commitment to continuous improvement and good governance.

The College Performance Measurement Framework (CPMF), which measures how well regulatory Colleges are protecting the public interest, also requires the Board to regularly assesses its effectiveness.

12. Finance and Audit Committee Composition

The Board considered changes to the composition of the Finance and Audit Committee to align with the evolving role of the Committee and with CDO's governance modernization goals.

The Board considered three options, as identified by the Governance Committee.

Option 1: maintain the current composition. The Board agreed that this option would inhibit succession planning to some extent and that the Committee would be better able to fulfill its fiduciary responsibilities if the Chair and Vice-Chair were permitted to sit on the committee.

Option 2: return to the previous committee composition – the composition of the Executive Committee plus one other public board director with the Board chair serving as a Finance and Audit Committee chair. The Board did not select this option because it would hinder its ability to make competency-based appointments that would ensure the committee includes members with financial management knowledge and experience.

Option 3: change the composition to five board directors with an optional committee appointee. The Board agreed with the Governance Committee's recommendation because it would not tie the composition requirements to the membership of another committee. This composition also aligns with governance best practices because committee members would be selected based on competencies and attributes that support the specific work of the committee.



MOTION to approve changes to the composition of the Finance and Audit Committee, in option 3, in principle, as recommended by the Governance Committee, for drafting into by-law.

Moved by: D. Hennyey

Seconded by: S. Chandrasekharan

Carried

Action items:

- Draft bylaw amendments

Public interest rationale: 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.

13. Appointing Members of the Public to Committees

The Board considered the Governance Committee's recommendation to appoint members of the public to committees. The purpose of this governance change is to enhance the public voice on committees and alleviate the workload of publicly appointed board directors.

The Board agreed with the Governance Committee's recommendation to incorporate public committee appointees because it would allow CDO to reduce the number of board directors on committees while maintaining the critical public lens. Given CDO's five public board directors are required to fill approximately 20 positions on 11 committees, adopting public committee appointees would allow committee responsibilities to be redistributed and reduce the demands of public board directors.

The Board approved the Governance Committee's recommendation in principle, for drafting into bylaw 1, to be approved at a subsequent meeting.

MOTION to incorporate appointed committee members (public), in principle, into bylaw, with the following terms:

- Eligibility criteria as set out in appendix 1



- Three-year term lengths
- Compensation in accordance with the CDO remuneration policy

Moved by: D. Hennyey

Seconded by: D. van Engelen

Carried

Action items:

- Draft bylaw amendments

Public interest rationale: Regulatory governance best practices recommend an increased public perspective and voice. Aligning governance with best practices strengthens CDO's ability to make decisions in the public interest.

14. Board and Committee Separation

The Board considered a recommendation by the Governance Committee to increase the separation between the Board and committees.

The Board agreed that reducing the overlap between the Board and committees would enhance the perception of independence for both the Board and committees. However, the Board would be able to maintain oversight of the committees through regular committee reporting.

The Board considered the requirement for directors to sit on committees and the substantial time commitment this imposes, which has contributed to director burnout. Further separating the Board and committees could relieve board directors of some committee duties while still achieving CDO's mandate.

MOTION to approve the recommendation in principle to further separate the board and committees, and the proposed committee structure as presented, for drafting into bylaw.

Moved by: S. Chandrasekharan

Seconded by: B. Murphy

Carried



Action items:

- Draft bylaw amendments

Public interest rationale: Regulatory governance best practices supports reduced overlap between board and committees and an increased public perspective and voice. Aligning governance with best practices strengthens CDO's ability to make decisions in the public interest.

15. Adjournment

MOTION to adjourn at 3:15 p.m.

Moved by: D. van Engelen

Carried