



**Public Board of Directors Meeting
Held via Zoom
July 29, 2021, 4:00 p.m. ET
Minutes**

BOARD MEMBERS:

Tom Conway, Chair

Jeff Astle

Karima Bawa

Ruth McHugh

Doug Thompson

Darrel Pink, CEO & Registrar

STAFF:

Sean Walker CPA, CFO

Jennifer Slabodkin, Director Registration & Education, Deputy Registrar/Recording Secretary

Andrés Diaz, Operations Manager

Nick Matsell, Marketing & Communications

Victoria Rees QC, Counsel, Professional Regulation,

1. Call to Order

The Chair called the meeting to order at 4:00 p.m.

2. Conflicts of Interest

No conflicts were declared.

3. Agenda

The Chair noted this is the first meeting of the Board of directors since the College's Act came into force on June 28. He welcomed members of the profession who have joined to observe the meeting and invited the Directors to introduce themselves. He noted the meeting is to consider Board policies, indemnification of the Board, College Committee structures, the mandatory professional liability insurance requirement for agents, and the College's financial report for the period ending June 30, 2021.

4. Consent Agenda

On motion made by Jeff Astle, seconded by Doug Thompson, it was resolved to approve the Consent Agenda, which included the minutes of the June 22, 2021, Board of Directors meeting. Motion carried.

5. Board Policy No. 2 – Regulatory Objectives, Standards and Principles

The CEO presented Board Policy No. 2 and highlighted the following:

- Regulatory Principles explain how the College will operate and emphasize that decisions are made transparently, with written reasons. The basis of those decisions come from the regulatory framework which includes the Act, Regulations, By-laws and Policies.
- Regulatory Standards cover a wide range of issues within the College's programs and activities and demonstrate the ongoing need to consult with stakeholders on a variety of initiatives.
- Regulatory Objectives explain the means or outcomes the regulator wishes to achieve in its work and complements the legislation which stipulates the College be a public interest regulator.

On a motion made by Jeff Astle, seconded by Doug Thompson, it was resolved to adopt Board Policy No. 2 – Regulatory Objectives, Standards and Principles, as presented. Motion carried.

6. Board Policy No. 3 – Directors' Code of Conduct

The CEO presented Board Policy No. 3 and highlighted the following:

- The Board By-laws address the importance of director conduct.
- Independence of the Board from the profession was built into the legislative structure of the College and this Board Policy supports that independence.
- Several large national not-for-profit organizations use similar models for their codes of conduct. They were used in the development of the College's policy. There were no regulatory precedents available for comparison.
- Sections of this Board Policy relating to confidentiality and privacy and conflicts of interest will be applicable to individuals serving on regulatory committees.

The Board noted the policy embodied contemporary good governance and provided a strong overview of what directors should expect from one another as well as the standards to which they are held.

On a motion made by Doug Thompson, seconded by Karima Bawa, it was resolved to adopt Board Policy No. 3 – Directors' Code of Conduct, as presented. Motion carried.

7. Board Policy No. 4 – Board and Committee Remuneration

The CEO presented Board Policy No. 4 and highlighted the following:

- The language of the policy was previously approved by the Board but was reworked into a Board Policy for adoption.
- The amounts presented in the policy were selected based on Treasury Board guidelines given the College is in the federal jurisdiction and are comparable to the amounts received by members of federal boards and agencies for similar work.

On a motion made by Ruth McHugh, seconded by Doug Thompson, it was resolved to adopt Board Policy No. 4 – Board and Committee Remuneration, as presented. Motion carried.

8. Board Policy No. 5 – Executive Expectations of the Chief Executive Officer

The CEO presented Board Policy No. 5 and highlighted the following:

- The Board had chosen to combine the CEO and Registrar positions to establish the need for strong linkages between operations, governance and regulation.
- The policy was drafted to thoroughly delineate what is expected of the CEO for both operational leadership and regulation, and to assist the Board in carrying out their fiduciary roles.
- This policy, as well as all other governance and regulatory policies and by-laws, will be reviewed on a regular and synchronized basis by either the Board as a whole, or a sub-committee of the Board.

On a motion made by Ruth McHugh, seconded by Jeff Astle, it was resolved to adopt Board Policy No. 5 – Executive Expectations of the Chief Executive Officer, as presented. Motion carried.

Action item – each of the Board Policies are to be reviewed annually with the initial review to occur in Q4 2022

9. Indemnity Agreement

The Chair reported that the Board approved the Indemnity Agreement, attached to these minutes, provided during the in-camera session.

ACTION – The CEO will send the individual agreements to the Board members for execution.

10. Appointment of the Auditor

The appointment of an auditor was deferred.

ACTION – Ruth McHugh will assist the CEO and CFO with vetting auditors for appointment to the College.

11. College Committees

Victoria Rees presented the draft terms of reference and skills matrices for the Investigations Committee and Discipline Committee, and the proposed appointments to the Investigation Committee.

On a motion made by Doug Thompson, seconded by Ruth McHugh, it was resolved to approve the following appointments to the Investigations Committee:

- 1. Kris Dangerfield, QC Manitoba – Chair**
- 2. Sanjay Goorachurn Quebec – Vice Chair**
- 3. Herman Van Onnen QC British Columbia**
- 4. Barbara Murchie QC Ontario**

Motion carried.

The Board requested that among the attributes to be of importance to each regulatory Committee are in-house agents, sole practitioners, and agents from both small and large firms, and that the matrices reflect this.

The Board requested that the terms of reference and skills matrices for all committees be amended to include a provision requiring their periodic review.

ACTION – The CEO will schedule a review, to occur in 18 months of the terms of reference and skills matrices for all committees, with input from Committee members.

On a motion made by Ruth McHugh, seconded by Karima Bawa, it was resolved to approve the Terms of Reference and Skills Matrix for the Investigations Committee, as amended.

On a motion made by Jeff Astle, seconded by Doug Thompson, it was resolved to approve the Terms of Reference and Skills Matrix for the Discipline Committee, as amended.

The Deputy Registrar presented the terms of reference and skills matrix proposed for the Registration Committee.

On a motion made by Ruth McHugh, seconded by Karima Bawa, it was resolved to approve the Terms of Reference and Skills Matrix for the Registration Committee, as amended. Motion carried.

12. Consultation Paper: Patent Agent and Trademark Agent Mandatory Professional Liability Insurance

The CEO presented the consultation paper and described the role that professional liability insurance plays in protecting the public interest. The By-laws allow for an exemption for 2021 but professional liability insurance will be required in 2022. Therefore, the policy requirements must be in place for Fall 2021 to allow for an opportunity for agents to obtain the required coverage.

On a motion made by Jeff Astle, seconded by Doug Thompson, it was resolved to approve the circulation of the Mandatory Liability Insurance Consultation Paper for comment and feedback. Motion carried.

13. Review of the Unaudited Financial Statements

The CEO provided an explanation for the renewal fee amounts for 2021 and the anticipated fees for 2022. Developing a risk-based regulator, implementing French language requirements, participating in the privacy impact assessment, and being subject to the requirements of Library and Archives Canada and the Canadian Labour Code made operationalizing the College very complex and expensive, with the total start up cost being approximately \$890,000. The College holds two large capital obligations including repayment of the \$1,000,000 loan that was taken out to fund its development and building reserves. Revenues from the annual registration fees will cover the costs of operating and building required reserves. The 2022 Budget will be presented to the Board in the Fall.

The CFO reported that approximately 44% of agents expected to register with the College have done so, representing approximately \$735,000 in collected revenue.

14. IPIC Presentation

The CEO reported that the webinar he presented on July 13, 2021, was the largest in IPIC's history and generated several questions. The answers will be published.

15. Other Business

Foreign Practitioners: The Board inquired about the status of discussions with the United States Patent and Trademark Office ("USPTO"). The CEO reported that a meeting with the USPTO is

scheduled for August 17, 2021, and that they expressed interest in participating in a data initiative with the College.

The Board expressed concern about unregistered agents using the Foreign Practitioner status to gain access to acts designated to registered agents who passed the qualifying examinations. The CEO confirmed that all applicants for a Class 1 Licence are required to demonstrate their qualifications for registration.

16. Adjournment

The Board of Directors meeting was adjourned at 5:43 p.m. ET.

Minutes approved by the Board on September 20, 2021.

Tom Conway, Chair

Appendix A – Board Policies

[Board-Policy-No-1-How-CPATA-Works.pdf](#)

[Board-Policy-No-2-Regulatory-Objectives-Standards-and-Principles.pdf](#)

[Board-Policy-No-3-Board-Code-of-Conduct.pdf](#)

[Board-Policy-No-4-Board-and-Committee-Remuneration.pdf](#)

[Board-Policy-No-5-Executive-Expectations-of-Chief-Executive-OfficerCEO.pdf](#)

Appendix B – Terms of Reference and Skills Matrices

Investigations Committee:

Terms of Reference

Skills Matrix

Discipline Committee:

Terms of Reference

Skills Matrix

Registration Committee:

Terms of Reference