

**Public Board of Directors Meeting
Held via Zoom
March 3, 2022, 12:00 p.m. ET
Minutes**

BOARD MEMBERS:

Ruth McHugh, Chair, pro tem
Jeff Astle
Karima Bawa
Doug Thompson
Darrel Pink, CEO & Registrar

Regrets: Tom Conway

STAFF:

Sean Walker CPA, CFO
Andrés Diaz, Operations Manager
Victoria Rees, Manager Professional Responsibility
Dana Dragomir, Communications Officer/Recording Secretary
Jennifer Slabodkin, Director of Registration and Education, Deputy Registrar
Vicci Sakkas, Administrative Coordinator

1. Call to Order

The chair called the meeting to order at 12:05 p.m. ET. No conflicts of interest were declared. Opening remarks regarding the lifting of COVID restrictions and the humanitarian crisis in Ukraine were made.

2. Consent Agenda

- 2.1. Minutes of the October 30 Meeting
- 2.2. CEO Report

On a motion made by Doug Thompson, seconded by Karima Bawa, the Consent Agenda was approved.

3. Establishing the College

3.1. By-law amendments

The by-laws amendments address insurance requirements, staggered terms for elected Directors, new fees for foreign practitioners and consequential amendments. Darrel Pink explained the process that will be undertaken. The final drafting will be available to the Board in early March.

On a motion made by Doug Thompson, seconded by Karima Bawa, the Board agreed to approve the final version of amendments to the College and Board By-laws by written resolution.

3.2. RBC Credit Arrangement

In light of CPATA's financial situation, RBC has proposed the amount of the RBC loan be reduced to \$500,000. Senior management concur with this. A form for a revised line-of-credit is included in the meeting package.

On a motion made by Doug Thompson, seconded by Karima Bawa, the Board approved giving the CEO authority to execute the Line of Credit Agreement included in the meeting package.

3.3. Board of Directors Skills Matrix

The Board reviewed and endorsed the final form of the Skills & Attributes Matrix. The CEO will circulate a survey to the Board to capture the skills and attributes of the Board. This will identify what is required in recruiting additional directors. A numbered ranking system for skills will be included.

3.4. Board and committee recruitment

The CEO reported on the work to date to recruit members of the Risk & Audit Committee and the Governance & Nominating Committee. The quality of candidates for both committee and Board positions is exceptional.

3.5. Board elections

The list of six candidates for the Patent Agent positions and the eight for the trademark agent positions was circulated.

The Board requested the development of ineligibility requirements and a method for declaring conflicts of interest for elected Board positions.

3.6. Appointment of the Election Commissioner

The by-laws allow the Board to appoint an Election Commissioner. The CEO noted he identified a qualified person for this work after consultation with the Federation of Law Societies of Canada.

On a motion made by Doug Thompson, seconded by Jeff Astle, the Board approved the appointment of Karen Cooper as the Election Commissioner for the 2022 CPATA Board elections.

4. Protecting the Public Interest – Enhancing Competence

4.1. Registration Monitoring Report

Jennifer Slabodkin presented an update on the operations of the Registration and Education areas of the College. The Board will mobilize to provide suggested candidates for the difficult-to-fill role of patent agent on the Registration Committee.

4.2. Competence Initiative

Technical and professional competency frameworks for patent agents and trademark agents do not exist for Canadian practice. The current state of the qualifying examinations does not provide adequate assurances to enable CPATA to assert we are meeting our foundational objective to measure entry level competence. The Board has been briefed on

the work done to date by our primary consultant, Principia Assessments (Jennifer Flynn) in consultation with patent and trademark practitioners. Significant resources over the next four years will be required to develop and validate the technical competency frameworks; develop and implement the new qualifying examinations; and explore pre-requisite education and training, and continuing competence programs

On a motion made by Jeff Astle, seconded by Karima Bawa, the Board :

- 1. endorsed the ongoing work to develop and implement a comprehensive competence plan for entry level and continuing competence;**
- 2. directed the Registrar to report regularly to the Board on the progress of and financial status of the initiative.**

5. Effective Governance

5.1. The Board, having reviewed the recent report on governance at the Law Society of British Columbia, had requested the CEO to take some of the recommendations of Harry Cayton from that review and look at how they might apply to CPATA. The CEO did so and the Board considered a rudimentary Board Evaluation tool. It was agreed this will be shared with the Governance Committee with a request they use it as they develop a board evaluation scheme for the CPATA Board.

5.2. Checklist for Regulatory Boards

At the Board's request the CEO prepared a checklist on CPATA's performance using criteria presented by Harry Cayton. This too will inform the work of the Governance Committee.

5.3. 2020-2021 Financial Statements

The Board congratulated Sean Walker CFO for his ability to deliver financial statements for a new, national, virtual organization in a paperless way.

6. For Information

6.1. IPIC Submission to ISED re Agent-Client Privilege

6.2. CPATA Finance Policies

The Board inquired why the daily maximum transfer amount for CPATA was \$100,000. Sean Walker explained that it was to consolidate and simplify the administrative work of paying suppliers. The Board declared themselves satisfied with this procedure.

6.3. Balsillie - Canada needs a revived Economic Council

*Darrel Pink CEO noted an error to the date for the Annual General Meeting. The correct dates are:

- **Annual General Meeting:** Thursday, May 26, from 4:00-5:00 p.m. ET (held in Ottawa and livestreamed for viewing across the country)
- **Board Meeting:** Friday, May 27 from 8:30-11:30 a.m. ET (held in Ottawa and available for public attendance via Zoom)

7. Adjourn

On a motion made by Karima Bawa, seconded by Doug Thompson, the meeting was adjourned.

Minutes approved on May 27, 2022.



Addendum

On March 10, 2022, the Board approved the amendments to the by-laws.

Moved by D. Thompson, seconded by J. Astle

The Board of Directors of the College of Patent Agents and Trademark Agents approves the amendments to the Board and College by-laws dated 2022-03-09.