

**College of Patent Agents and Trademark Agents/  
Le Collège des agents de brevets et des agents de marques de commerce**

Board of Directors Meeting  
January 19, 2:00 ET

**Minutes**

Present: Tom Conway, Chair, Jeff Astle, Karima Bawa, Ruth McHugh, Doug Thompson, Darrel Pink, CEO/Recording Secretary,

Call to Order

The Chair called the meeting to order at 2:10 ET.

Agenda

The agenda was approved without additions.

Conflicts

No conflicts were declared though it was acknowledged the issue of Board remuneration does create an inherent conflict for all Board members.

Minutes

Minutes of the January 5, 2021 meeting were approved as corrected (Astle/Thompson)

Introduction

The Chair noted the meeting will discuss the issues for this week's meeting with the Deputy Minister.

CEO Report

Darrel Pink noted all items for his report were outlined in his note to the Board from the previous week. Following a meeting with the ADMs, he has prepared a memo addressing the statutory immunity issue, which Board members have reviewed.

Discussion – meeting with Simon Kennedy

The Board's priority is to ensure the College can operate with Board members assuming no personal risk as a result of the absence of statutory immunity provisions in the Act. It must be clear to the Department this is a condition all Board members support. Insurance for Directors is not a replacement for proper legislative protections.

The Chair noted his agreement with the Board that this is a 'Waterloo' moment and that must be communicated to the Department. Board members may not remain in office if there is not a satisfactory response from government involving a permanent solution and interim measures until that can be achieved.

## Board Remuneration

The Board had a memorandum and recommendations from the CEO. On motion (Thompson/McHugh) the Board adopted the following policy on Board Remuneration.

### CPATA Board Policy # – Board Remuneration

<b>NAME OF POLICY</b>	<b>Board Remuneration</b>		
<b>APPLICABLE SECTIONS OF THE ACT, BY-LAWS AND REGULATIONS</b>	s. 79(7) <sup>1</sup> and s. 18 <sup>2</sup>		
<b>Approved by Board</b>	<b>Effective</b>	<b>Reviewed</b>	<b>Revised</b>

#### **Rationale**

As an independent public interest regulator, members of the Board of Directors bring expertise and skills to set the policy direction for the College. They are not volunteers and should receive reasonable compensation reflecting the value of the time and work they perform on behalf of the College.

Board members should not incur personal costs because of their work on the College's Board or Committees.

#### **Board Compensation**

Board members will receive compensation based on a per diem rate adjusted occasionally.

The per diem rate is set to reflect the value of the work, time spent at meetings and to prepare for them and the risks assumed by the Board. It follows rates paid to GIC appointments by the Treasury Board of Canada.

A per diem rate is payable for:

- Preparation for and attendance at meetings of the Board and College committees or sub-committees (including participation by electronic means);
- travel time, if the time required to travel between the meeting place and the normal place of residence exceeds three hours;
- representational responsibilities designated by the Board.

Per diem rates are paid for preparation for attendance at meetings over four (4) hours.

Preparation for and attendance at meetings of less than four(4) hours are paid at 50% of the per diem rate.

Per diem rates are \$550 for Board members and \$750 for the Board Chair.

#### **Travel and Accommodations**

<sup>1</sup> 79(7) Before the coming-into-force day, the College may pay the remuneration and expenses that it fixes to the directors.

<sup>2</sup> 18 The College may pay to the directors the remuneration and expenses that are determined in accordance with the by-laws.

Travel is compensated for economy class<sup>3</sup> fares for air and train travel.

Ground transportation associated with air or train travel is compensated.

Travel by car is compensated at the per kilometer rate paid by the Treasury Board.

International travel with flight times exceeding six (6) hours may be in Business or Executive Class.

Accommodations will be reimbursed at the hotel rate negotiated by the College for attendance at in person Board or Committee meetings or at the designated conference venue, if travel is to attend a conference on behalf of the College.

Reasonable meal expenses will be reimbursed.

Receipts must be provided for reimbursement of any expenses.

In Camera

The Board had a brief in camera discussion

The meeting adjourned at 3:35.

Minutes Approved February 2, 2021



A handwritten signature in black ink, appearing to read "Thomas Conway", is written over a horizontal line.

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<sup>3</sup> Economy class is that class of travel which is immediately below 'business' or 'executive' class.