

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

Board of Directors Meeting
February 2, 2021, 2:00 ET

Minutes

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

Call to Order

The Chair called the meeting to order at 2:05 ET.

Agenda

The agenda was approved without additions.

Conflicts

No conflicts were declared.

Minutes

Minutes of the January 19, 2021 meeting were approved as corrected (McHugh/Thompson).

Introduction

The Chair reported on the meeting with Deputy Minister Simon Kennedy and Senior Officials. The fact of the meeting and the interest the Deputy is taking in the College constitutes progress. There is an agreement to look at the statutory immunity issue and possible stopgap measures. The issue of financial support was deferred and will be discussed at a future meeting. Darrel Pink noted he has spoken with PS Ali Ehsassi and has briefed him on the immunity issue and has shared the memo to the Deputy with him. He has also spoken with Erin Campbell who will likely want an outline of acceptable interim measures so a decision on the entirety of the issue can be made.

Budget

Sean Walker CFO took the Board through the budget memo and supporting documentation. Revenue is premised on the College receiving a proportion of the fees collected by CIPO based on the date the Act comes into force. In discussing the risks, it was noted there are several key ones to be given priority. The absence of statutory immunity and the fact the draft budget allows for no unforeseen events, other than provided for by a planned contingency account, are of concern.

In reviewing the planned expenditures, the Board suggested it would be prudent to fix fees at \$700/agent and \$1050/dual agent.

Based on the budget documentation presented by Mr. Walker and upon detailed deliberation, the Board was satisfied that the proposed budget is prudent, and reasonable. The Board would have been prepared to approve the budget, but for the continuing concern the Board has expressed to the Ministry concerning statutory immunity for the representatives, employees, and directors of the College from liability in the good faith performance of the regulatory functions of the College.

Following extensive discussion, the Board determined that it cannot at this time approve the budget because approval of the budget signifies a commitment by the Board to leading the College into its initial operational year. The Board concluded that it remains unwilling to commit to budget approval until the issue of statutory immunity, including the potential liability of individual Board members, is addressed, and resolved by the Ministry to the Board's satisfaction. As this is a matter of significant concern to the Board and to the College, the Board directed the CEO to press the issue with the Ministry on an urgent basis.

The Board recognizes the challenges this presents for the CEO in communicating with the profession and in continuing his work to be ready for coming into force. However, the Board remains firm in its resolve, in fulfilling its fiduciary duty to the College, to expect the Ministry to provide an early resolution to the immunity issue before it approves an operating budget for 2021.

In Camera Discussion


The Board moved in camera to receive a report from the CEO on the draft regulations he had received earlier in the day. A copy of the regulations will be provided to the Board in accordance with the terms of a nondisclosure agreement signed by the Chair, on behalf of the Board.

In Camera

The Board had a brief in camera discussion.

The meeting adjourned at 3:30.

Minutes Approved February 16, 2021.



Thomas Conway