

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

Board of Directors Meeting
April 13, 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 with addition of a discussion of the Regulations.

Conflicts

No conflicts were declared.

Minutes

On motion (Astle/Bawa) the minutes of the March 30, 2021 meeting were approved with small corrections.

Introduction

The Chair noted he had spoken to several Directors before the meeting. The goal today is to make several decisions to allow progress toward a date of operations. There is a need to decide on next steps relating to statutory immunity. A reply has been received from government, and though it is not what was requested, it is what the College has available. The Board must determine next steps. He suggested the Board may want to obtain a legal opinion that clarifies risks for the College in addition to an opinion that clarifies risks associated with individual Directors.

The meeting must also address the College's budget, bi-laws and Board Policy No.1 (How CPATA Works)

Regulations

The recent article in the Globe & Mail was noted. It illustrates concerns in the profession about the potential loss of reciprocity because of the draft regulations. Discussions with the Ministers Office are likely. It was agreed the results of any discussions that address the proposed regs and the potential loss of reciprocity will be shared with the Board. The College is on record opposing the approach of the Department.

A Director queried what happens if the Board does not agree with the Regulations. The Chair noted we can advise on the regulations but because government holds the pen, we must work with what is created. Once we are operational and independent, we can advocate for change, from a better position, as we will then be the regulator.

It was noted on 'residence' our position is not about commercial issues, but about regulatory efficacy.

The Board noted that throughout this process there has not been the form of consultation the College aspires to develop on important issues. We are committed to effective stakeholder engagement that will become a key priority for the College.

Statutory Immunity

The Board agreed the response of government was inadequate and will need to be the subject of ongoing discussions. However, insurance is available that would appear to manage the risks for both the College and the Board. The option is to have two policies – a D&O and E&O policy and a Side A D&O policy for the Directors. Quotes have been received.

On motion (Thompson/Bawa) the Board authorized the CEO to accept the insurance policies and put them in place.

An independent opinion on risks for both the College and the Board should be obtained. The CEO will address this. It was also suggested a letter of indemnity for the Directors might be part of the package. It was agreed this will be tied into the legal opinion work.

Budget

The Board had agreed to the budget with a proviso regarding whether the immunity issue had been satisfactorily addressed. Now that issue has been addressed the Board agreed the CEO may operate with the budget.

By-Laws

The Board agreed to convene a special meeting to continue the discussion of the By-laws.

In Camera

The Board had a brief in camera discussion.

The meeting adjourned at 3:30.

Resumption of meeting on April 20 at 5:30 ET

The meeting resumed on April 20. The Chair could not attend. The Board reviewed and commented on the draft By-laws, with a focus on By-law 2 (Governance). Several suggestions were made which the CEO will address. A final vote will occur at a future meeting.

Board Policy No. 1 – How CPATA Works was reviewed and endorsed.

It was agreed both matters will come to the next Board meeting for approval.

Minutes Approved May 11, 2021



A handwritten signature in black ink, appearing to read "Thomas Conway". The signature is written in a cursive style with a large, looping flourish at the end. It is positioned between two horizontal lines that extend across the page.