

**Public Board of Directors Meeting
Held at the Prince George Hotel in Halifax
on November 12, 2022
7:30 a.m. ET
Minutes**

BOARD MEMBERS:

Tom Conway, Chair
Ruth McHugh
Karima Bawa
(present via zoom)
Leonora Hoicka
Brigitte Chan
Jeff Astle
Andrew Currier
Darrel Pink, CEO and Registrar

STAFF:

Sean Walker, CFO
Victoria Rees, Manager Professional Responsibility
Dana Dragomir, Communications Officer/Recording Secretary
Jennifer Slabodkin, Director of Registration and Education, Deputy Registrar
Vikki Sakkas, Administrative Coordinator
Anne-Thiphaine Camus, Administration, Registration and Education

1. Introductory Matters/Call to Order/Approval of Agenda/Conflicts of Interest

The meeting was called to order at 7:32 a.m. ET.

The Chair acknowledged that the meeting was held in Mi'kma'ki, the ancestral and unceded territory of the Mi'kmaq.

The Chair advised that the Board and staff had participated in a strategic planning session on November 11, 2022.

The Chair provided an update on the Ministerial appointment of Directors to the Board, noting that despite full assurances by the Government of Canada, the two remaining positions were not yet filled. The Board expressed disappointment with the Government of Canada on their failure to appoint the remaining directors, who should have participated in the strategic planning session. The Chair noted the delay in making these appointments was unreasonable and urged the Minister to make the appointments as soon as possible.

The Chair provided an update on the CEO/Registrar search.

No conflicts of interest were declared.

2. Consent Agenda

The Board inquired about the Nominating and Board Development Committee's plan to consider appointment of directors rather than elections. The CEO confirmed that the Board committees were in the process of developing work plans, which would be brought forward to the Board for approval, and that no action would be taken by any Committee without Board direction.

On a motion made by Andrew Currier and seconded by Leonora Hoicka, the Board resolved to approve the consent agenda. Motion carried.

3. Enhancing CPATA's Governance

3.1 CPATA's Regulatory Checklist

The Vice-Chair provided a brief overview of the proposed process for the Board to review CPATA's work against the Regulatory Checklist developed by Harry Cayton.

The Board agreed with the proposed regulatory checklist compliance process as recommended by the Governance Committee, which includes a dedicated Committee of the Whole meeting where the Board will assess the checklist, determine compliance and identify action items, and all Committee Chairs will demonstrate compliance for their areas.

The Board agreed that a report should be published demonstrating compliance with the checklist and highlighting action items.

ACTION – The Board will review CPATA's work against the Regulatory Checklist developed by Harry Cayton and adapted for CPATA at their January 2023 Committee of the Whole meeting.

ACTION – The CEO will invite the Chairs of all Committees to attend the January 2023 Board Committee of the Whole meeting to demonstrate compliance with the regulatory checklist adapted for CPATA.

3.2 Director Remuneration

The CEO described the process for researching director remuneration and the options provided by the consultant. The CEO highlighted CPATA's philosophy to provide reasonable compensation for the professional support provided by directors and committee members. The Board commented on the diversity of how professional regulators handle remuneration and appreciated the background information used by the Governance Committee to make the recommendations.

The CEO noted that professions utilizing the volunteerism model were recognizing that the remuneration model allowed for clearer expectations and lines of accountability to be articulated.

The Board inquired whether there were any restrictions on the number of members appointed to committees. The CEO confirmed that the terms of reference, which are approved by the Board, consider committee size and composition, in concert with the Act, Regulations and By-laws, and that these terms of reference may be revisited by the Board should it be determined that changes need to be made.

It was noted that the compensation for individuals on Committees who provide additional support, such as training, needed to be considered.

ACTION - The CEO will inform the Department of Justice of the drafting instructions for the revised remuneration provisions for incorporation into the revised by-laws, scheduled to come into force in Spring 2023.

Be it resolved that the Board of Directors accepts the recommendations of the Governance Committee regarding remuneration of Directors and Committee Members and directs the changes to be incorporated into the by-laws.

MOVED: Brigitte Chan

SECONDED: Jeffrey Astle

Motion carried.

3.3 Board Meeting Evaluations

The Vice Chair provided an overview of the Board Meeting Evaluation Survey and Governance Committee recommendation.

Be it resolved that the Board approves the Board Meeting Evaluation Survey and directs the CEO to administer it immediately after each Board meeting.

MOVED: Leonora Hoicka

SECONDED: Brigitte Chan

Motion carried.

3.4 Director attendance at committee meetings

The Vice Chair provided an overview of the Governance Committee's recommendation to allow each Director, who has not been appointed to a committee, to attend a Board Committee meeting as an observer.

The Board expressed agreement with the process for Directors to attend Committee meetings, as recommended by the Governance Committee.

ACTION - The Administrative Coordinator will circulate Board Committee dates to the new board members so that they can determine if they wish to observe any of the meetings with the intention of identifying areas of interest.

ACTION - Directors interested in observing a committee meeting should indicate their preferences to the CEO as soon as possible.

4. CPATA as a Modern Regulator

4.1 How CPATA Operates

The CEO provided an overview of the revised Board Policy No. 1 How CPATA Operates. The CEO confirmed that if any changes were made to the definition of "public interest", as a result of Board Policy No. 9 The Public Interest and CPATA's Decision Making, they would be reflected in Board Policy No. 1.

Be it resolved that the Board approve the amended Board Policy No. 1 How CPATA Operates.

MOVED: Ruth McHugh

SECONDED: Leonora Hoicka

Motion carried.

4.2 Describing how we act in the Public Interest

The Manager of Professional Responsibility presented the draft Board Policy No. 9 The Public Interest and CPATA's Decision Making to the Board and noted that the articulation of the public interest in this way is unique for a professional regulatory body.

It was noted that the application of the public interest lens when making decisions can be challenging, which is why CPATA needs an intentional and measurable framework. The Board agreed that measurement in this area can be difficult. The scope of the CPATA's public interest mandate is not clearly defined in its enabling legislation. For this reason, CPATA requires a framework that provides precision and clarity to CPATA's public interest mandate and also provides guidance and direction to staff and to Board and Committee members when carrying out CPATA's public interest mandate. It was noted that this policy, combined with the regulatory checklist compliance framework, will provide that directional guidance.

It was also noted that this policy was not meant to be static, and should be considered a living document, benefiting from regular consideration, discussion and revision.

Finally, it was noted that the extent to which CPATA can act in the public interest is sometimes constrained by the CPATA Act. For example, the Investigations Committee would like to be able to exercise right-touch, risk-based regulation in the public interest, if it were not constrained by the authority set out in CPATA's legislative framework.

Be it resolved to publish the Draft Board Policy No. 9 The Public Interest and CPATA's Decision Making for consultation with a final version to be returned to the Board at their March 2023 meeting.

MOVED: Ruth McHugh

SECONDED: Jeffrey Astle

Motion carried.

Other Business

CFO Report

The CFO asked the Board if there were any questions about the financial statements, for which there were none. The CFO highlighted that CPATA's primary source of revenue was licensee fees and noted that the Board discussed budgetary options during the strategic planning session.

ACTION – The CFO will ensure that the Audit & Risk Committee receive and review the financial statements prior to being sent to the Board.

CEO Selection Committee Report

The Chair thanked the current CEO for his leadership as CPATA's inaugural CEO/Registrar and provided an overview of the CEO selection process and highlighted the use of matrices to identify required skills, attributes, attitudes etc., and noted that Boyden was contracted to assist with the recruitment and selection process.

Adjournment

On a motion made and carried unanimously, it was resolved to end the public meeting at 9:11 a.m. ET, and to move in-camera.

Appointment of Chief Executive Officer and Registrar

Following its in-camera meeting, the Board passed the following motion:

**Whereas CPATA retained Boyden Canada to search for CPATA's next CEO & Registrar;
And whereas CPATA was engaged in the recruitment process through its CEO Search Committee;
And whereas following the search, the Committee has recommended to the Board that Juda Strawczynski be appointed as CEO & Registrar;
Therefore, be it resolved under ss. 22 and 23 of the College of Patent Agents and Trademark Agents Act, the Board of Directors appoints Juda Strawczynski as the Chief Executive Officer and Registrar of CPATA under the terms of employment outlined in a memo to the Board from Tom Conway, dated November 9, 2022.
Be it further resolved the appointment will be effective at a date to be agreed upon between Juda Strawczynski and the Chair of the Board.
MOVED: Ruth McHugh
SECONDED: Jeffrey Astle
Motion carried.**

The meeting adjourned at 11:30 a.m. ET

Tom Conway

Chairman of the Board of Directors

Minutes approved on (date)

