

Memorandum

TO	Board of Directors
FROM	Tom Conway, Chair, Governance Committee
DATE	2024-12-05
SUBJECT	Refinements to Committee Governance

Purpose and Summary of Recommendations

MOTION: Be it resolved the Board approves the revised Governance Policies and Committee Terms of Reference as found in Appendix A of the meeting materials.

The purpose of this memo is to address two proposed areas of refinement to Committee governance:

- I. Committee Terms of Reference
- II. Committee Terms of Appointment

1. Committee Terms of Reference

The Terms of Reference for each committee set their composition and quorum, their responsibilities and reporting requirements. With the adoption of the new Governance Policies earlier this year, all Terms of Reference (ToR) require housekeeping changes. The Audit & Risk Committee would also benefit from a change in composition.

i. Housekeeping Amendments for all Terms of Reference

The Terms of Reference for all committees are attached in their red line format to show the changes proposed. The proposed amendments fall into the following categories:

- Reduced length of introductions
- Replacement of references to 'confidentiality' and 'conflict of interest' with an introductory paragraph about the application of the Governance Policies and Code of Conduct
- Deletion of reference to 'Registrar's Policies'
- Adding that Committee terms are set by the Board
- Deleting reference to a process for removal of a committee member by Board vote, as the process for removal is now set out in the Governance Policies
- Updating By-law and policy references
- Changing reference to "Management" to "CEO"

- Creating consistency regarding quarterly reports to the Board while deleting reference to the content of such reports

ii. **Audit & Risk Committee Composition**

The Audit & Risk Committee ToR states that the Committee has 4 members, including up to two Directors. Fixing the number at 4 creates the risk that should a Committee member resign or otherwise no longer be able to serve, the Committee will immediately no longer be properly constituted. CPATA would immediately need to take steps to appoint a new Committee member. Depending on Board scheduling, this could lead to a delay before an appointment is made, which could hold up A&R Committee work, and/or require holding a special Board meeting (at additional cost) solely to appoint a new Committee member.

The GC recommends an amendment to the A&R Committee ToR to state that the Committee may have 'up to five members, at least two of whom must be Directors'. This would give greater flexibility in the number of Committee members and reduce the risk of a Committee member departure impacting the Committee's ability to operate. This would be consistent with the ToR for the Governance Committee, CPATA's other governance-related Committee.

Additionally, some but not all regulatory organizations have provisions to appoint non-Director Committee members to governance-related Committees. In a 2017 review of the governance structures of regulatory organizations, noted lawyer and governance expert Carol Hansell described the appointment of nondirectors on their governance-related Committees as follows:

Many boards appoint non-directors as members of their key governance-related Committees. In some cases, the inclusion of non-director members is explicitly provided and enumerated in a Committee's terms of reference, while in other cases the board is provided with a degree of flexibility, thus allowing a Committee to make use of a larger talent pool as it or the board deems advisable. Usually, non-directors are drawn from other members of the organization, although in some limited cases Committee terms of reference may provide that they can be appointed from outside the organization.¹

In addition to providing access to a greater talent pool, appointing independent Committee members for governance functions can help regulators reduce the risk of regulatory capture, and reduce the risk of a Board being perceived by the public and/or licensees as a closed 'club'.

The Governance Committee recommends permitting but not requiring the appointment of non-Director Committee members to the Audit & Risk Committee. This would maximize flexibility in the appointments process and enable the Board to appoint external expertise where appropriate. It maintains the ability for Directors to serve on Committees where their expertise would be of assistance. Before making this recommendation to the Board, the A&R Committee were asked for input and they expressed their support for the change.

¹ Hansell LLP, Law Society of Upper Canada Governance Practices Review, June 8, 2017, available from Convocation – Governance Task Force 2016 Report, June 29, 2017.

2. Committee Term Lengths and Number of Terms

Boards are generally responsible for considering Committee appointments that balance stability and continuity with the opportunity to introduce new perspectives and new thinking on Committees. Unlike many professional regulators, CPATA's committee appointees are currently not subject to term lengths or a maximum number of terms. Generally, CPATA has adopted the following: Directors have been appointed to governance-related Committees with no term length. Their Committee appointment ceases when the Board appoints a replacement, or when the person ceases to serve as a Director. Non-Director appointees to both statutory and governance-related Committees have typically been appointed for two-year terms. September 2023 appointments to the Investigations Committee were appointed through to Jan 1, 2026. June 2024 appointments to the Investigations Committee were for two years to June 2026.

Authority for committee terms among professional regulators is typically found either in by-laws and/or in Governance Policies and Terms of Reference. Many regulators provide for a term of two years for each appointment, and limit reappointment to up to two further terms, for a maximum of 6 years on a Committee, or conversely a maximum of two three-year terms. This supports a balancing of consistency, knowledge and experience, and the benefits of introducing new perspectives and experience to a committee, particularly as the work of a committee evolves over time.

The GC recommends that the Governance Policies and Terms of Reference for all committees be amended to provide for appointments for two-year terms, with the possibility of reappointment for two further two-year terms, to a maximum of 6 years. This is preferable to two three-year terms, as it allows for greater flexibility and agility in responding to the Skills Matrix needs of each committee as their work evolves. The GC also recommends that the Board retain discretion in the Governance Policies to extend the limit for reappointments in the cases of the Registration, Investigation and Discipline Committees in extraordinary circumstances. This is because:

- i. Of the nature of the specialized work of these regulatory committees,
- ii. It often takes significant time for committee members to gain the relevant knowledge, training and experience needed (according to committee member feedback),
- iii. The Committees each require a careful balancing of knowledge, skills, experience and attributes set out in the Skills Matrices, and
- iv. The Committees require highly skilled and experienced Chairs and Vice-Chairs to provide leadership in regulatory decision-making and proceedings, which skills and experience can be challenging to find.

Respectfully submitted by

Tom Conway

Chair, Governance Committee

College of Patent Agents and Trademark Agents

Governance Policies and Practices

March 22, 2024

[Revised: December 5, 2024](#)

Executive Summary

The College of Patent Agents and Trademark Agents Act was enacted in 2018 and an interim Board appointed in 2019. In 2022, CPATA's permanent Board assumed responsibility with five directors appointed by the Minister of Innovation, Science and Industry and four directors elected by the profession. An interim CEO was appointed in 2020 and was succeeded by a permanent CEO in January 2023.

Since its inception, the Board has committed to being a modern, independent public interest regulator. This has included the development of policies and procedures that support CPATA's Regulatory Objectives, Standards and Decision-Making Principles, reflect a strong commitment to transparency and accountability and incorporate best practices in professional regulation and governance.

The Governance Policies and Practices describe how CPATA operates, and are geared towards assisting the Board, committee members, the CEO and staff primarily, as well as licensees and the public, to understand how CPATA's work gets done. This document provides an overview of the objectives, standards, principles and regulatory approach CPATA strives to bring to its work at all levels and documents the policies and procedures that support this work and approach. Other documents and reports explain the full range of CPATA's operations, and these policies are not intended to be authoritative: the authoritative documents are the *CPATA Act*, Regulations, By-laws, and formal policies set out in the attached Appendices, among others.

While informative for any reader, the Governance Policies and Practices provide existing and new Board and committee members, the CEO and staff with a clear understanding of the foundations on which CPATA strives to carry out its work and serves as a resource to support excellence and consistency in decision-making in the public interest.

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College of Patent Agents and Trademark Agents (CPATA): Governance Policies and Practices

Part I: Governance Framework

1.1 The role and vision of CPATA

The Government of Canada enacted the *College of Patent Agents and Trademark Agents Act* (*CPATA Act*) in 2018, as part of its National Innovation Strategy¹. CPATA was created by statute effective June 28, 2021, with the purpose of regulating patent agents and trademark agents in Canada in the public interest, in order to enhance the public's ability to secure the rights provided for under the *Patent Act* and *Trademarks Act*.²

In accordance with the CPATA Act, Regulations, By-laws and Regulatory Objectives, the College is responsible for protecting the public interest by:

- setting competence standards for the profession and administering entry requirements that address those standards;
- implementing the Code of Professional Conduct established by the Minister of Innovation, Science and Industry;
- administering a fair and open process to respond to concerns about the competence or conduct of agents;
- establishing expectations for liability insurance, continuing professional development, and pro bono requirements; and,
- promoting innovation in the delivery of patent and trademark services.

In addition to the *CPATA Act* and Regulations³, CPATA's By-laws and policies define the mandates and processes for our regulatory programs, including entry to and continuing licensure. The Regulatory Objectives, Regulatory Standards and policies describe, among other things:

- i. what CPATA is to accomplish;
 - ii. CPATA's activities and how those programs are carried out; and
 - iii. how CPATA makes regulatory decisions.
- iii. CPATA's Vision is that the public have access to a globally-respected body of patent agents and trademark agents who are highly skilled, ethical, and current in their knowledge.

¹ College of Patent Agents and Trademark Agents Act S.C. 2018, C. 27, s. 247, as amended ...[the Act]

² Ibid s. 6

³ CPATA's regulations are enacted by Order-in-Council P.C/C.P. 2021-526

1.2 Regulatory Objectives

The *CPATA Act*, Regulations, By-laws, Board Policies and Registrar's Policies define the mandates and processes for CPATA's regulatory programs and activities.

CPATA's Regulatory Objectives describe what is to be accomplished in clear and measurable terms and based on key foundational principles, as follows:

To advance its role as a risk-focused, modern public interest regulator, CPATA has adopted as its Regulatory Objectives that it will strive to:

1. protect and promote the public interest in patent and trademark services;
2. protect those who use patent and trademark services;
3. promote innovation in the delivery of patent and trademark services and the protection of intellectual property rights;
4. support access to and promote competition in the provision of patent and trademark services;
5. promote the independence of the trademark and patent professions;
6. oversee the ethical and competent delivery of patent and trademark services by licensees; and
7. promote equity, diversity and inclusion in the patent and trademark professions and in the delivery of patent and trademark services.

These Regulatory Objectives provide an aspirational roadmap for all aspects of CPATA's and the Board's work and guide and support fulfilment of CPATA's mandate.

1.3 Regulatory Standards

CPATA has also adopted the following Regulatory Standards:

- i. We maintain standards for the ethical and competent delivery of patent and trademark services and enforce compliance with those standards.
- ii. We maintain up-to-date practice standards for licensees and provide guidance in applying the standards.
- iii. We maintain standards for education, training and fitness to support an admission program that is transparent and designed to deliver competent trainees that meet the CPATA's requirements for registration.
- iv. We understand the diversity of licensees and those who interact with them.

- v. We have fair processes for raising concerns about a licensee, and for examining and investigating those concerns. We support parties in the Professional Responsibility Process.

1.4 Protecting the Public Interest

For the general public:

Regulating in the public interest includes regulating in a manner that builds trust among the general public, so they may be confident we are working to strengthen the competencies of patent agents and trademark agents and helping build and support accessible, ethical and high-quality intellectual property services in Canada. CPATA's work is transparent and decisions are made on the basis of a balancing of interests and an assessment of risk to all of the 'publics' we serve.

For innovators and other clients of patent agents and trademark agents:

Regulating in the public interest includes considering the needs of those seeking access to the professional services provided by patent agents and trademark agents. Clients and prospective clients should be able to, for example, search CPATA's Registry to be able to find an agent and confirm that the agent is in good standing. We also protect those who use agency services. CPATA has created proactive processes to oversee the competent and ethical delivery of services by licensees and has developed accessible means by which clients and others can inquire about agent conduct. CPATA has transparent complaints, investigations and discipline processes so that the public, licensees and complainants understand our role and what to expect from CPATA. CPATA also has created professional liability insurance requirements as a further level of public protection.

For patent agent and trademark agent licensees:

CPATA regulates licensees. We set the standards for entry into the professions and the competencies expected of patent agents and trademark agents, and we oversee and support the ethical and competent delivery of their professional services. CPATA offers licensees ethics education and a proactive ethics inquiry process and has created an agent conduct inquiry and complaints process that helps to both resolve concerns in an efficient and informal way, as well as permit the early dismissal of complaints that do not raise concerns of professional misconduct or incompetence. Decisions made at all levels of CPATA involve a balancing of interests and evaluation of risk to all of the 'publics' we serve. When CPATA engages in setting practice standards, we regularly seek input from the professions to understand the implications and impacts that changes may have on a diverse profession practicing in diverse settings.

All decisions of the Board, committees and the CEO/Registrar are driven by consideration of relevant public interest factors. The public interest guides CPATA's operations and governance. Principles of accountability, consistency, openness and accessibility are part of this foundation.

To understand more about what it means for CPATA to consider the public interest when making decisions at any level, refer to *Appendix A: Public Interest Considerations and CPATA's Decision-Making*.

1.5 Decision-making Principles The Board has adopted decision-making principles to support excellence and consistency in decision-making across the organization. These principles are set out in Appendix B.

1.6 CPATA's Regulatory and Governance Model

CPATA is a modern, risk-based and outcomes-focused regulator. It is committed to applying 'Right Touch Regulation'⁴ to all of its regulatory activities.

CPATA has a Board of Directors composed of a majority of non-licensee directors, five committees, a CEO/Registrar and staff. The work of the Board is supported by the five committees: the Investigations Committee, Discipline Committee, Registration Committee, Governance Committee and Audit and Risk Committee. The Board's instructions are carried out by committees and by the CEO/Registrar, who employs the staff.

For purposes of these policies, unless stated otherwise, 'CEO' refers to both the CEO and Registrar, as both positions are filled by one individual.

CPATA's policies are designed to strive for high quality regulation that supports CPATA's work. Our regulatory practices and operations are modelled after those of best-in-class regulators around the world. CPATA is:

- **professionally managed:** regulation of the profession is important work and requires staff with the appropriate experience and expertise in professional services regulation.
- **national:** patent agent and trademark agent licensees are regulated at the federal level by CPATA.
- **bilingual:** CPATA operates in both official languages and carries out all activities and serves the profession and public in their official language of choice.
- **virtual:** CPATA's primary mode of doing business is digital, without physical office space. Almost all meetings are held on-line. A number of Board meetings and all discipline hearings are broadcast online and recorded.

⁴ Right Touch Regulation is a regulatory decision-making approach that focuses on using the right or appropriate amount of regulation to achieve the desired results. It involves a proper assessment of risk and the implementation of regulatory action that is proportionate to the risk. For examples, see the College of Registered Nurses of Alberta www.nurses.ab.ca, and Professional Standards Authority for Health and Social Care www.professionalstandards.org.uk "What is Right Touch Regulation?".

- **open and transparent:** CPATA is clear about its purpose and open and transparent in all processes. Regulatory requirements, ethical guidance, policies, processes and decisions are published and CPATA reports on its performance and outcomes. Information about licensees is accessible and accurate.
- **principled:** CPATA strives to apply policies in a principled manner, proportionately, fairly and efficiently, with decisions clearly explained, including their public interest rationale.
- **proactive and proportionate:** CPATA identifies and manages risks to the public by taking a risk-based approach and focusing resources on licensees most likely to harm clients or the public.
- **fair:** CPATA promotes equity, diversity and inclusion in the patent and trademark professions with due regard to the need to eliminate unlawful discrimination and harassment.
- **compliant:** CPATA complies with its obligations under the *Canadian Human Rights Act*, the *Privacy Act*, the *Official Languages Act* and the *Access to Information Act*.
- **expert:** in developing policies and advancing its objectives, CPATA obtains expert advice as required, conducts research relevant to the matters under consideration and seeks input from interested stakeholders as appropriate.
- **collaborative:** CPATA is committed to consulting with stakeholders, so it understands the impact and results of its plans and regulatory decisions, including the policies put in place.
- **evaluative:** CPATA evaluates its governance and regulatory processes and standards so they continue to meet expected requirements.

Part 2: Governance Process and Decision-Making

2.1 Manner of Governance

The Board of Directors has the overall responsibility to see that CPATA performs the role described in the *CPATA Act*. It does so by instructing the CEO and then monitoring what CPATA is doing and most importantly, what it is accomplishing. The Board gives its primary instructions by enacting core policies which set the tone for what CPATA does and how it does it in accordance with the Regulatory Objectives, Regulatory Standards and Regulatory Principles. It also adopts annual business plans and budgets as well as a Strategic Plan. The Board's instructions are carried out by the CEO, staff and committees.

CPATA's Board has determined it will be a Policy Board. Its authority and key functions are set out in the By-laws and focus on making policy decisions that direct the organization, the CEO and committees. The term 'policies' refers to different kinds of documents, enacted by different bodies within CPATA.

Policy directions will most often involve articulating a measurable outcome or goal that will require resources to achieve. The Board then monitors CPATA's compliance with those policies, through the achievement of those outcomes or goals. These governance policies guide how CPATA operates.

The Board has the following responsibilities under the By-laws and good governance practices:

1. Oversee management of the organization
2. Determine governance, regulatory and other directional policies
3. Governance
4. Financial oversight and stewardship of CPATA's resources
5. Awareness of organizational risk and mitigation steps
6. Other responsibilities including:
 - a. Addressing matters assigned to the Board through the *CPATA Act*, By-laws and by the Minister; and
 - b. Undertaking such other matters as the Board considers necessary to achieve the purposes of CPATA.

2.2 Board Composition

The *CPATA Act* provides that CPATA has a Board of Directors composed of at least seven directors (currently nine), including the Chair of the Board. The Board is composed of a mixture of appointed non- licensee directors and elected licensee directors, always with a majority of non- licensees.

By order, the Minister of Innovation, Science and Industry fixes the number of directors and may fix the number of appointed directors.

Appointed directors are non- licensees who are appointed by the Minister. The term of the appointed directors is at the discretion of the Minister.

Elected directors are licensees who are elected by the profession to contribute IP subject-matter expertise to the public interest mandate of CPATA's Board of Directors. At least one elected director must be a patent agent and at least one must be a trademark agent.⁵ The directors elected from among the licensees are not permitted to be members of any organization that advocates on behalf of patent agents or trademark agents. The term of the elected directors is typically three years.

The Chair of the Board is elected from among the directors, by the directors. The Chair leads all meetings unless unavailable or conflicted, works with the CEO to set meeting agendas, acts as a key link between the CEO and the Board (although not as the CEO's supervisor) and is responsible for the annual evaluation of the CEO (delegated to the Governance Committee). On occasion the Chair of the Board speaks on behalf of CPATA and/or the Board, and is, along with the CEO, a resource for Board directors.

The Board and committees strive to maintain high standards for conduct of effective meetings (see *Appendix E for Policy on Meeting Agendas and Minutes*).

⁵ See CPATA Act, s. 13(4) – 19 for details re eligibility, vacancies and removal.

2.3 Manner of Governance

The Board governs in a manner that emphasizes:

- a focus on the public interest;
- a proactive, future-focused and outward vision;
- encouragement of diversity of viewpoints;
- strategic leadership;
- the clear distinction of Board, committee and staff roles; and
- collective decision-making through consensus or voting, as appropriate.

This is achieved by:

- directing its energies toward CPATA's statutory purpose, Regulatory Objectives, Standards and Principles;
- guiding and inspiring CPATA's thinking and behaviour through the provision of and adherence to clearly articulated policies;
- fostering a sense of group responsibility toward excellence and self-discipline in matters including attendance, decision-making principles and respect for identified roles;
- communicating the work of the Board and of CPATA to licensees and to outside stakeholders; and
- regularly assessing its process and performance.

2.4 Board Nominations and Elections

The requirements regarding nominations and elections are set out in the *CPATA Act*⁶ and the By-laws⁷. There are four positions for elected directors on the Board – two are to be filled by licensees who are trademark agents and two to be filled by licensees who are patent agents. The terms for elected directors are set out in the *CPATA Act*⁸. Elected Directors may hold any class or status of licence, as long as they are not suspended. Eligibility requirements are set out in s. 14 of the *CPATA Act*.

Service on CPATA's Board is an undertaking that requires commitment to public interest regulation of the patent agent and trademark agent professions. The Board's role is focused on public protection, the oversight of strategy and supporting the CEO to enable effective regulation. Although elected directors bring the perspective of practitioners and the expertise of intellectual property experts, they do not represent the interests of the professions in their role on the Board.

Details of the nominations and elections procedures are set out in *Appendix C*.

⁶See CPATA Act sections 13–19

⁷ See By-laws 9–21

⁸ See CPATA Act sections 8 and 15 for more information on terms

2.5 Election Commissioner

The By-laws provide for appointment of an Elections Commissioner responsible for independently resolving any election disputes that may arise. The By-laws also detail the nominations processes that are operationalized by staff.⁹

2.6 Directors' Code of Conduct

The Directors' Code of Conduct is attached in *Appendix D*. This Code is intended to govern the conduct of directors and members of committees, as well as employees, consultants and licensees to the extent applicable. It is the individual and collective responsibility of each director, whether elected or appointed, to strive to adhere to the principles in the Code of Conduct.

Each director when appointed/elected or reappointed/re-elected is required to sign an undertaking regarding the Code of Conduct (see *Appendix D1*), which will apply for their term in office. In addition, each director is required to declare that they are not ineligible to act as a director (see *Consent to Act as Director in Appendix D2*.)

Each director is required to declare and disclose all information required for the Conflicts Registry (see *Appendix I*). This Registry asks Board and committee members to "... put their minds to the kinds of affiliations that might be relevant to their regulatory role" with CPATA. The Register allows those within and outside CPATA to identify potential conflicts of interest that individual directors may not recognize and helps provide a level of public transparency and accountability.¹⁰

Directors are to act in the best interests of the public rather than in their own or any particular constituency's interests. When performing their director duties, directors put aside personal self-interest and transact the affairs of the College in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board, CPATA's regulatory committees and all regulatory decision-making. Beyond the approved remuneration for directors, no director directly or indirectly receives any profit from their position, other than reasonable expenses incurred in the performance of their duties. The pecuniary interests of immediate family members or close personal or business associates of a director are also considered to be the pecuniary interests of the director. For more information, refer to the Code of Conduct at *Appendix D*.

⁹ See By-law 18(1)- (4)

¹⁰ Richler, Erica, "Conflict of Interest Registers", Grey Areas newsletter issue no. 279, June 2023.

Each director is expected to become an active participant in the Board, a body that functions as a whole. In addition to assisting in the exercise of the major duties of the Board summarized above, including any CPATA committees on which they serve, directors are responsible for exercising due diligence in the performance of their duties.

2.7 Committees

As noted above, CPATA has five committees to help it meet its mandate. There are three “regulatory” committees and two “governance” committees.

The “regulatory” committees are the Investigations Committee, Discipline Committee and Registration Committee. The Investigations Committee and the Discipline Committee are created pursuant to the *CPATA Act*. These committees are comprised of a majority of non-licensee members. The Registration Committee administers licensing requirements and is created pursuant to the CPATA Regulations.

These regulatory committees operate with a high level of independence in terms of decision-making. Each has a Skills Matrix identifying the collective knowledge, skills, experience and attributes necessary for the work of the committee.

The By-laws authorize the creation of Board committees, which are currently the Audit and Risk Committee and the Governance Committee. These governance committees make recommendations to the Board.

The CEO and Board are authorized to strike ad hoc committees or work groups to assist the CEO’s work, which may be comprised of subject matter experts or specialists from within and outside the professions.

Each committee has a staff member assigned to provide administrative and/or professional support.

The Board is authorized to set terms for committee members under the By-laws and through the applicable Terms of Reference. Each committee term of appointment is two years. A committee member may be reappointed for two further periods of two years each, to a maximum of six (6) years, unless the Board, in its discretion and under extraordinary circumstances, decides to extend the maximum length of service for any committee member. Committee members may continue to serve after the expiry of any appointment until a replacement is appointed or the Board expressly determines that a replacement will not be made. The committee recruitment and appointments process is the responsibility of the Governance Committee, which makes recommendations to the Board. When making recommendations regarding committee appointments and reappointments, the Governance Committee considers such things as a committee’s Skills Matrix, succession planning and the benefits

of staggering terms to achieve an appropriate balance between experience and introducing new members.

Remuneration for committee meetings and preparatory work is set out in the By-laws¹¹ and by policies set by the Audit and Risk Committee from time to time.

Committee Chairs are responsible for setting and managing agendas for each meeting, confirming the supporting materials to be circulated and ensuring that minutes are taken and decisions accurately documented. Chairs are directed to see that committee work remains within the scope of the applicable Terms of Reference.

Committees are expected to produce regular activity reports for the Board and to prepare annual workplans (to the extent possible), in consultation with the CEO and others as appropriate, that support the Strategic and Policy Directions of the Board. The Committee Chair or designate may be asked to attend Board meetings to provide information or respond to questions. Some committee decisions are subject to privacy and confidentiality provisions in the CPATA Act. When regulatory committees provide reports to the Board, they will be de-identified as appropriate.

Decisions by committees are made by consensus, or by majority vote when required.

2.8 Complaints against Board or Committee Members

CPATA holds Board directors, committee members, the CEO, staff and consultants to consistent high standards of conduct.

Each Board director and committee member is responsible for holding themselves accountable for complying with the Code and these policies. Board directors and committee members additionally have a responsibility to hold each other accountable for complying with the Code. Board directors or committee members may consult with the Chair of the Board for advice concerning another Board director's or committee member's compliance with the Code of Conduct.

A clear and open process for responding to concerns about Board directors' or committee members' compliance with the Code or these policies is set out in *Appendix E*.

Part 3: The Board's Relationship with the CEO and Staff

3.1 Role of the CEO and Registrar

¹¹ See By-laws Schedule 2

In accordance with the *CPATA Act*¹² and By-laws¹³, the CEO and Registrar are responsible for management, operations and initial regulatory decision-making. At CPATA, one individual fills both roles.

The CEO provides leadership for CPATA's programs and operations and sees that they contribute to meeting the objectives set out in the Board's Strategic Plan. The CEO performs the functions and duties normally associated with the office of chief executive officer, including:

- putting into effect all policies and procedures established by the Board or a committee;
- counselling and assisting the Board and any committee in the development, adoption, implementation and advancement of CPATA's various activities and its Regulatory Objectives, Standards and Policies;
- engaging employees and directing personnel in the ongoing administration of approved policies and programs;
- executing documents on behalf of CPATA; and
- performing such other functions and duties as may be assigned by the Board.

The Registrar performs the duties and responsibilities conferred by the *CPATA Act*, Regulations, By-laws and Policies approved by the Board or the CEO. To support the Regulatory Objectives, Standards and Principles, the Registrar establishes regulatory policies, procedures and forms for all relevant programs, which are called Registrar's Policies. The *CPATA Act* authorizes the Registrar to delegate some decision-making.

The Registrar makes regulatory decisions about individual licensees or applicants, including admissions, ongoing compliance, annual renewals and inquiries/complaints and expressions of concern, driven by public interest factors. The Registrar also makes decisions about setting procedures for regulatory transactions, including required processes, supporting forms and documents and required timelines or deadlines. Processes for these decisions are circumscribed by Board-level policy decisions, including the Regulatory Objectives, Standards and Principles and the By-laws.

In the normal course of operating as a regulator, licensees and applicants may find themselves negatively impacted because of a provision of the *CPATA Act*, Regulations, By-laws or policies. Examples include failure to pay annual fees or other amounts owing to CPATA, failure to make some form of application in time or in the required form and failure of a qualifying examination. These breaches may be technical (such as timeliness) or substantive (such as failing to pass an exam). In evaluating how to respond to this type of breach, the Registrar is guided by CPATA's commitment to using the public interest and risk as a basis for decision-making as well as CPATA's commitment to 'right touch regulation', which includes being proactive, principled and proportionate.

¹² See *CPATA Act* s. 23

¹³ See By-laws 36, 38

The CEO also develops and maintains positive external relationships to advance CPATA's activities nationally and internationally. This includes:

- building a broad base of understanding for the work of the organization among the professions, government, key stakeholders, the media and the public;
- building and nurturing collaborative relationships and strategic alliances with stakeholders, partners and others; and
- taking part in events as appropriate to promote the reputation of CPATA and improve awareness of its mandate, mission and programs.

3.2 Executive Expectations of the CEO

The Executive Expectations of the CEO help the Board exercise appropriate oversight, promote accountability and foster flexibility, innovation and creativity by the CEO and staff to benefit CPATA's purpose. They help protect CPATA from risk while encouraging the CEO to improve processes and identify new responses to the needs of CPATA in a strategic manner.

Generally speaking, the CEO is responsible for seeing that no practice, activity, decision or organizational circumstance is imprudent or violates the *CPATA Act*, Regulations, other applicable legislation, policies, professional ethics or commonly accepted business and management practices.

The CEO is responsible for adhering to the Executive Expectations of the CEO summarized in *Appendix G*.

3.3 Complaints Against the CEO

CPATA sets high standards for the conduct of the Board, committees, the CEO, staff and consultants. However, there may be occasions when someone may object to how the CEO conducts themselves. Having a transparent, principled, proportionate and fair process for receiving and resolving such concerns is essential for maintaining trust and respect for the organization.

The process for addressing complaints regarding the conduct of the CEO is set out in *Appendix H*.

Part 4: Board Orientation and Evaluation

4.1 Board Orientation and Professional Development

Following each Board election, all new directors are required to attend or participate in an orientation program which will include information about:

- CPATA's governance and organization structure;
- the roles and responsibilities of the Board;
- the roles and responsibilities of the CEO and staff;
- CPATA's budget;
- CPATA's committees;
- CPATA's Strategic Framework;
- CPATA's commitment to equity, diversity and inclusion; and
- plans for Board and committee professional development.

Directors and committee members are required to participate in various professional development programs that are designed to orient, educate and equip them for their governance and regulatory responsibilities. In the event a member is unable to participate in a program, the CEO will take steps to record programs and make them available. New Board directors and committee members may be expected to review some of these prior education programs as part of their orientation and professional development.

4.2 Board Performance and Evaluation

The directors collectively, operating as the Board, recognize their shared responsibility to monitor CPATA's performance and to measure and account for its results. In addition to the annual performance evaluation of the CEO, CPATA's performance will be assessed by the Board, through a systematic process of evaluations that may include some or all of the following, as appropriate:

- (1) evaluation of the Board's effectiveness to identify strengths and weaknesses in governance structures and processes and to suggest priorities for further attention;
- (2) directors' self-assessments to help individual directors and the Chair of the Board assess the 'added value' that each director brings to CPATA, whether each director has met the expectations set by the Board, whether each director continues to be committed to serving on the Board and whether each director has complied with the requirements of the Code of Conduct;
- (3) one-on-one meetings between each director and the Chair of the Board to assess individual director's perspectives on Board and corporate performance; and
- (4) development of a system that demonstrates the impact of outcomes of CPATA's regulatory mandate, including effectiveness of all regulatory processes, decision-making and the communication and implementation of regulatory decisions.

The Board is encouraged to seek to address matters of compliance with all governance policy requirements among themselves where appropriate, as respectful and timely dialogue is encouraged as a way to deal with these matters. Board directors may also seek the assistance of the Chair of the Board, Chair of the Governance Committee or the CEO or an appropriate neutral colleague to discuss and deal with an issue.

Part 5: Strategic Planning

5.1 Strategic Plan Development and Implementation

The Strategic Plan assists the Board in determining the initiatives and projects to be undertaken during a proscribed period and in identifying the policy agenda for committee work. Through a strategic planning process, the Board approves its priorities and receives periodic reports on how CPATA is progressing on these priorities. The plan is monitored and revised as necessary through a process that involves fact-based consideration of such things as:

- CPATA's Regulatory Objectives and success toward measurable goals and outcomes for the previous planning period;
- regulatory and program activity reports;
- an environmental scan, including operational and regulatory risks;
- examination of licensee demographics and practice issues;
- analysis of budgets, financial results and trends; and
- identification of ways to continue improving and innovating as a modern, best practices regulator.

5.2 Annual Workplans

It is the responsibility of the CEO to work with staff to develop and monitor an Annual Workplan that identifies the recurrent work and non-recurring projects and initiatives that will support CPATA's ability to achieve the goals set out in the Strategic Plan. This Workplan will identify the key steps, milestones, timeframes, assigned resources and expected outcomes for each specific goal. The Workplan will be formatted in a way to facilitate regular reporting to the Board on progress made or any delays.

AUDIT & RISK Committee

Terms of Reference

INTRODUCTION

CPATA regulates the patent and trademark profession in accordance with the Act, Regulations, By-laws, Registrar's Policies, and the Regulatory Objectives, Standards and Principles. It is an independent and risk-focused public interest regulator. This includes fulfilling all fiduciary and oversight responsibilities in relation to financial management through a variety of means to support the College's financial integrity.

CPATA has developed a Code of Conduct for its Board and Committees that articulates the standards of conduct and behaviour expected of Board and Committee members, including with respect to confidentiality, conflicts and decision-making.

CPATA is a risk focused regulator. It identifies regulatory and enterprise risks and proactively takes steps to mitigate them. Given that it is a new regulator, it is committed to gathering information that will allow it to understand the environment that influences the practices of licensees.

CPATA is committed to selecting Board and committee members based on a set of identified skills and attributes, to ensure the Board and committees have the knowledge and attributes to carry out the work effectively, are diverse in all respects, and who strive to attain the vision of CPATA for a modern regulator as outlined in Board Policy No 2, CPATA's Regulatory Objectives, Standards and Principles.

CPATA committees assist the Board to meet its governance and fiduciary obligations. Unless a specific authority is granted, a committee has no independent authority.

Committees develop and document, for Board approval, and follow an annual work plan which includes processes in support of their responsibilities.

ROLE

The purpose of the Audit & Risk Committee is to assist the Board in fulfilling its fiduciary obligations and oversight responsibilities relating to financial planning, the audit process, financial reporting, the system of corporate controls and risk management, and when required, to make recommendations to the Board for approval.

The Committee must demonstrate strong and principled advice to foster unshakeable confidence in the College's financial integrity.

RESPONSIBILITIES Subject to the powers and duties of the Board, the Audit & Risk Committee will perform the following duties.

Financial Planning

The Committee:

- a. reviews and make recommendations to the Board in respect of:
 - i. amendments to Schedule A of the Board By-laws (Fees);
 - ii. CPATA's operating and capital budgets;
 - iii. the appropriateness and validity of material assumptions and estimates used in the preparation of the budgets;
 - iv. the consistency of the budgets with policies, objectives and initiatives approved by the Board;
 - v. the consistency of the budgets with any other financial data;
 - vi. any significant assumptions, forecasts, targets or performance goals used by the CEO in the preparation of the budgets; and
- b. ensures the Board receives on a timely basis meaningful financial information regarding CPATA's current financial status and up-to-date forecasts required to make decisions.

Financial Reporting

The Committee:

- a. reviews CPATA's annual financial statements with a view to verifying they are fairly presented in all material respects in accordance with generally accepted accounting principles;
- b. reviews all public reporting by CPATA, including the Annual Report, which is presented to the Minister, to confirm that it represents a complete, accurate and balanced picture of CPATA's performance and financial situation;
- c. reviews the financial statements and reports, and recommends their approval or disapproval to the Board; the Committee will provide an explanation if it cannot recommend approval;
- d. discusses with the CEO and the External Auditor:
 - i. all proposed changes in accounting policy;
 - ii. compliance with accounting standards;
 - iii. adjustments arising out of the audit process and related party transactions; and

- iv. all Management estimates that may be material to financial reporting;
- e. discusses with the CEO and the External Auditor significant financial reporting, record or presentation issues discussed during the fiscal period and the manner of their resolution; and
- f. examines the audited annual financial statements in conjunction with the reports of the External Auditor, which may include determining whether the statements:
 - i. properly reflect the significant accounting policies selected;
 - ii. reflect estimates and other financial statements elements that are reasonable and consistent;
 - iii. adequately disclose all major transactions and issues;
 - iv. disclose all post-year-end significant events; and
 - v. are understandable, relevant, reliable and comparable;
- g. reviews and recommends to the Board approval of the:
 - i. annual audited financial statements;
 - ii. management discussion and analysis that accompanies the audited financial statements; and
 - iii. significant financial reports.

External Audit

The Committee:

- a. recommends to the Board the appointment of the External Auditor;
 - b. meets with the External Auditor in advance of the annual audit and meets in camera with the External Auditor after the audit or as requested.
 - c. determines whether the performance of the External Auditor is satisfactory, effective and meets the requirements of CPATA;
 - d. reviews all issues related to any change in External Auditor and the planned steps for an orderly transition;
 - e. confirms the independence of the External Auditor;
 - f. reviews the terms of the External Auditor's engagement, and the appropriateness and reasonableness of the proposed fees;
 - g. reviews and recommends to the Board the amount of fees paid to the External Auditor;
 - h. reviews the audit plan with the External Auditor and the CEO;
 - i. reviews the evaluation of internal controls by the External Auditor, including any recommendations for improvement of CPATA's accounting procedures and internal controls, together with the CEO's response; and
 - j. directs the External Auditor's examinations to areas of concern with respect to enterprise risks or internal controls.
-

- k. reviews problems experienced by the External Auditor in performing the audit, including any restrictions imposed by the CEO and all significant accounting issues on which there was a disagreement with the CEO;
- l. reviews the post-audit opinion letter containing the recommendations of the External Auditor and reviews the CEO's response and subsequent follow-up to any significant identified weaknesses; and
- m. reviews and approves the provision of any non-audit services provided by the External Auditor.

Accounting Systems and Internal Controls

The Committee through discussion with the CEO and the External Auditors, obtains reasonable assurances that CPATA has implemented appropriate systems of internal control:

- a. over financial reporting, information technology, data security and protection of personal information and privacy, and that these systems are operating effectively;
- b. to confirm compliance with its policies and procedures that these systems are operating effectively; and
- c. to identify, monitor, mitigate and report significant financial or operational risk exposures and that these systems are operating effectively.

Risk Management

The Committee:

- a. leads the Board's oversight of CPATA's risk management [strategies](#);
- b. understands the material enterprise and regulatory risks to CPATA;
- c. reviews CPATA's risk management controls and policies and seeks input and assistance from other Committees as appropriate;
- d. obtains reasonable assurance that the Management's systems to eliminate or manage risks are effective;
- e. receives regular reports on the management of material risks to CPATA;
- f. annually reviews CPATA's insurance coverage of material business risks and uncertainties including insurance coverage for Directors;
- g. reviews Management's reporting of compliance with statutory obligations of the College including under:
 - i. the Income Tax Act,
 - ii. The Excise Tax Act,
 - iii. The Privacy Act, and
 - iv. The Official languages Act
- h. reviews CPATA's disaster recovery plans.

Material Litigation

The Committee reviews and advises the Board with respect to:

- a. the CEO's assessment of material litigation risks; ~~and~~
- b. the adequacy of provisions and estimates made in financial information including the financial statements relating to material litigation issues, ~~and including~~ matters before the Discipline Committee; ~~and~~.
- c. Except matters before the Discipline Committee, as appropriate, the Committee may request counsel attend Committee meetings to review significant litigation risks and may recommend to the Board that independent counsel and other advisors be engaged.

Compliance

The Committee:

- a. confirms the appropriate policies and procedures are in place for monitoring compliance with applicable laws and ascertains their adequacy and the levels of compliance;
- b. advises the Board on any new or pending developments in accounting and/or reporting standards;
- c. reports to the Board all financial matters of which the Committee has knowledge that may materially affect the current or future position of CPATA; and
- d. reviews such other matters that the Committee or the Board deems advisable or timely.

Responsibility for policy review

~~The Committee will adopt a work plan for each calendar year. At its first meeting every year the Committee reviews its Terms of Reference and adopts a work plan for the following year.~~

At least every two years, the work plan must require a review of the following:

- Audit & Risk Committee Terms of Reference
- Board Member Insurance Coverage
- Board and Committee Remuneration (~~Board Policy No.4~~)
- Investment Policy
- Enterprise Risk Management (ERM)

MEMBERSHIP AND VOTING

The Committee has at least 4 members. ~~At least Up to~~ two Committee members ~~must~~ must be Directors, and the Committee may have up to two non-Director appointees.

Non-voting participants:

- Chief Executive Officer and/or Registrar as an ex officio member;
- Chair of the Board.

Committee terms are set by the Board.

A Committee member who, without excuse satisfactory to the Chair, is absent from two consecutive meetings of the Committee, is deemed to have resigned, which resignation will create a vacancy on the Committee to be filled¹: in accordance with the Board Governance Policies.

~~The Board, by a vote of two-thirds of those present, may at pleasure remove a member of the Committee², but the Board will not consider a motion to remove a committee member unless the Committee Member is given notice of the motion and is provided an opportunity to present to the Board³.~~

CHAIR

The Chair is appointed by the Board.

The Chair is a voting member of the Committee. At a minimum, the Chair will have:

- Experience with professional regulation
- Be financially literate

FREQUENCY OF MEETINGS AND MANNER OF CALL

Meetings are scheduled in advance and occur at least quarterly, or otherwise at the direction of the Committee Chair or the CEO. Additional meetings may be scheduled by the CEO in consultation with the Committee Chair. Meetings will be held by audio-visual means, or on direction of the Chair, in person. If necessary, votes may be cast by email or other electronic means.

QUORUM

Quorum of the ~~full~~ Committee is three

RESOURCES

The Committee is supported by the CEO and CFO.

REPORTING

The Committee develops, documents, and adopts for Board approval an annual work plan and reports to the Board by providing a high-level summary of the Committee's activities at ~~each the next~~ Board meeting. ~~The summary details what the Committee has been working on (since it last~~

¹ Registrar's Policy on Committees

² Registrar's Policy on Committees

³ Registrar's Policy on Committees

reported to the Board), what the Committee is bringing forward for discussion or approval, and key issues that the Committee is focused on.

The Committee evaluates its work consistent with the Board's approved process for committee evaluation.

DATE

Approved: 2021-10-05

Revised: 2023-09-05, 2024-11-06

To be reviewed: ~~2024-01-06~~

GOVERNANCE Committee

Terms of Reference

INTRODUCTION

CPATA regulates the patent and trademark profession in accordance with the Act, Regulations, By-laws, [Governance Registrar's Policies](#), and the Regulatory Objectives, Standards and Principles. It is an independent and risk-focused public interest regulator.

[CPATA has developed a Code of Conduct for its Board and Committees that articulates the standards of conduct and behaviour expected of Board and Committee members, including with respect to confidentiality, conflict and decision-making.](#)

ROLE

The Governance Committee¹ examines corporate governance practices, including Board practices and performance, and makes recommendations with respect to the Board. It also assists the Board to fulfill its roles regarding Board and Committee succession.

These responsibilities include:

1. Effectiveness - Assessing and making recommendations regarding Board effectiveness and leading the processes for orientation, evaluation and continuing education of Directors, committee Chairs and the Chair of the Board.
2. Governance - Reviewing and monitoring governance practices of the Board and [the CEO management](#) with a view to enhancing the College's performance.
3. Nominating - Assessing the requirements for membership on the Board, advising the Board on information to be provided to the Minister's Office regarding the College's needs, managing/overseeing the process for nominating candidates for Ministerial appointments to the Board and nominating candidates for committee membership.
4. Elections - [Overseeing](#) the elections in accordance with the By-laws, [oversees that elections to the Board are held when required.](#)

¹ Established by By-law s. 42

RESPONSIBILITIES

Subject to the powers and duties of the Board, the Governance Committee will perform the following duties.

Board Effectiveness

The Committee:

- a. Monitors the Board orientation and onboarding process, and, where appropriate, recommends changes;
- b. Identifies areas for Directors' ongoing updating of skills and knowledge of the College and its businesses, and recommends skills development and education for the Board as a whole or for individual directors based on their assigned responsibilities;
- c. Annually reviews and evaluates the performance of the Board as a whole and individual Directors in accordance with the procedures established by the Board from time to time; ~~and~~
- d. Oversees the annual reviews and evaluation of the performance of ~~C~~college committees ~~and~~ their ~~C~~ehairs against the terms of reference and the standards established for the role of committee chairs; ~~and~~;
- e. Oversees the annual review and performance management of the CEO & Registrar in accordance with the procedures established by the Board from time to time. The annual review will include a review of the CEO's salary and compensation structure and may include recommended adjustments to the Board. The review will include a review of the plans for CEO succession.

Board Governance

The Committee:

- a. Provides a forum for Directors to express their views and concerns regarding the operation of the College, independent of ~~the~~ ~~CEO~~Management and the full Board; ~~r~~Reviews the College's structures and procedures to ensure the Board is able to, and in fact does, function independently of ~~the CEO and~~ ~~Registrar~~Management.
- b. Reviews and considers corporate governance best practices in Canada and makes recommendations to the Board regarding their consideration or adoption as appropriate; ~~and~~
- c. At the request of the Chair of the Board or the Board, undertakes corporate governance initiatives as may be necessary or desirable to contribute to the success of the College; ~~;~~
- d. Monitors compliance with the Code of Conduct and reports to the Board when ~~necessary~~~~necessary~~; ~~and~~y.
- e. Annually
 - i. Reviews CPATA's governance policies and, where appropriate, recommends revisions to the Board;

- ii. Oversees the filing of attestations by directors and committee members of compliance with the Code of Conduct;
- iii. Reviews terms of reference, skills matrices, and work plans of all committees and advises the Board on any governance issues arising from committee work, and
- iv. Reviews, and brings forward to the Board, communications to licensees and the Government of Canada (in the case of public member appointments) regarding the skills sought in nominees for directors.

Board and Committee Nominations

The Committee:

- a. Assesses the capabilities that will be required by the Board and its Committees by ~~overseeing maintenance~~ by adoption of a “Skills and attribute Mmatrices.”
- b. Oversees tracking of terms and term limits of Directors and Committee members;
- c. Identifies gaps to be filled and plans s for the orderly succession of the Chair of the Board, Directors and Committee members to maintain required capabilities;
- d. Develops [for the Board’s approval] a formal and transparent procedure for recommending candidates to the Minister for appointment to the Board ~~to the Minister~~;
- e. Develops a formal and transparent procedure for calls for nominations for non-Director appointments to Committees; and;
- f. ~~—~~ Recommends committee members and committee chairs and names for potential Board appointments to the Board for approval.

f. Election of Directors

~~The Committee:~~

- ~~i. — In accordance with the By-laws, oversees that elections to the Board are held when required.~~

~~i. _____~~

MEMBERSHIP AND VOTING

The Governance Committee has up to 5 members, at least three of whom are Directors.

Non-voting participants:

- Chief Executive Officer (CEO) is an ex officio member of the Committee;
- Chair of the Board.

A Committee member who, without excuse satisfactory to the Chair, is absent from two consecutive meetings of the Committee is deemed to have resigned, which resignation will create a vacancy on the Committee to be filled [in accordance with the Board's Governance Policies](#).

[Committee member terms are set by the Board.](#)

~~The Board, by a vote of two-thirds of those present, may at pleasure remove a member of the Committee but the Board will not consider a motion to remove a committee member unless the Committee member is given notice of the motion and is provided an opportunity to present to the Board.~~

CHAIR The Chair and members of the Governance Committee are appointed by the Board. The Committee Chair is a Director and is a voting member of the Committee.

FREQUENCY OF MEETINGS AND MANNER OF CALL Meetings are scheduled in advance and occur at least quarterly, or otherwise at the direction of the Chair or the CEO. Additional meetings may be scheduled by the CEO in consultation with the Chair. Meetings will be held by audio-visual means, or on direction of the Chair, in person. If necessary, votes may be cast by email or other electronic means.

QUORUM Quorum of the Committee is three

RESOURCES The Committee is supported by the CEO, ~~and~~ Deputy Registrar ~~and~~ [General Counsel, Professional Regulation](#).

REPORTING The Committee develops, documents, and adopts for Board approval an annual work plan and reports to the Board [quarterly](#) ~~by providing a high-level summary of the Committee's activities at quarterly Board meetings. The summary details what the Committee have been working on (since it last reported to the Board), what the Committee is bringing forward for discussion or approval, and key issues that the Committee is focused on.~~

~~The Committee evaluates its work consistent with the Board's approved process for committee evaluation.~~

DATE Approved: 2021-10-05

Revised: 2022-05-27, 2022-08-18, 2023-05-04, 2023-09-05, [2024-11-06](#)

To be reviewed: ~~2024-01-06~~ [2024-11-06](#)

INVESTIGATIONS S Committee

Terms of Reference

ROLE

CPATA regulates the patent and trademark profession in accordance with Act, Regulations, By-laws, [Registrar's Policies](#), and the Regulatory Objectives, Standards and Principles. This includes setting and enforcing compliance with required ethical and practice standards through a variety of means, and in a manner that is risk focused, fair, transparent, efficient, proactive, proportionate and principled.

[CPATA has developed a Code of Conduct for its Board and Committees that articulates the standards of conduct and behaviour expected of Board and Committee members, including with respect to confidentiality, conflict and decision-making.](#)

For the Investigations Committee, [theis](#) regulatory approach includes finding ways to fairly resolve complaints as early as possible; adopting restorative approaches¹ to complaints handling that strive to identify and address harm, help agents be accountable for their actions, and, where appropriate in the public interest, foster learning from mistakes rather than punish; and making decisions that are clear, concise, well-supported and balance all relevant interests.

Objects of Complaints and Discipline Process

The objects of the complaints process are to protect and promote the public interest and preserve the integrity of the patent and trademark profession, in a manner consistent with the College's Regulatory Objectives, Standards and Principles. This includes:

- a. Promoting and ensuring competent and ethical delivery of patent and trademark services by licensees;
- b. Addressing concerns of professional misconduct and professional incompetence, including striving for early resolution of complaints when doing so is consistent with the public interest; and
- c. Enforcing compliance with professional and ethical standards.

The Investigations Committee is an essential component of the Complaints Process, which includes the Registrar, [General Counsel](#), [Professional](#)

¹ Restorative practices are an emerging social science that studies how to strengthen relationships between individuals as well as social connections within communities. Though new to the social sciences, restorative practices has deep roots within indigenous communities throughout the world

Regulation, investigators, the Investigations Committee and the Discipline Committee.

The role of the Investigations Committee is to support the College's professional regulation and public protection mandate by carrying out its assigned responsibilities² and advancing the College's Regulatory Objectives, Standards and Principles.

RESPONSIBILITIES

In support of the Regulatory Objectives, Standards and Principles, the Investigations Committee:

- Supports the ethical and competent delivery of patent and trademark services by licensees;
- Acts on complaints referred to it by the Registrar or opened at the initiated by of the Committee;
- Investigates or directs the investigation of complaints, and makes decisions following investigations;
- Supports modern approaches to handling complaints that are proactive, apply the right touch and embody restorative principles; and
- Enhances an efficient, effective, fair, transparent and accountable complaints process by considering, on its own or on request of the Registrar or the Board, revisions to by-laws and policies

MEMBERSHIP AND VOTING

The Committee has at least 5 and no more than 9 members, the majority being individuals who are not licensees and are otherwise qualified to serve under s. 21(1) and Regulation 2. The Committee possesses the knowledge, skills, attributes and experience set out in the Investigations Committee Skills Matrix.

Voting members:

- At least one individual who is a patent agent;
- At least one individual who is a trademark agent;
- At least three individuals who are not licensees;

Non-voting participant:

- Chief Executive Officer as an ex officio member.
- General Counsel, Professional Regulations Responsibility Manager, Professional Conduct

Committee terms are set by the Board.

² Under ss. 37-50 of the Act, the Regulations, and Registrar's Investigations Committee Policies.

A Committee member who, without excuse satisfactory to the Chair, is absent from two consecutive meetings of the Committee, is deemed to have resigned, which resignation will create a vacancy on the Committee to be filled³[in accordance with the Board Governance Policies.](#)

~~The Board, by a vote of two-thirds of those present, may at pleasure remove a member of the Committee⁴, but the Board will not consider a motion to remove a committee member unless the Committee Member is given notice of the motion and is provided an opportunity to present to the Board.⁵~~

CHAIR

The Chair is a voting member of the Committee appointed by the Board. At a minimum, the Chair will have:

- Experience with professional regulation
- Familiarity with patent agent and trademark agent services delivery requirements
- Knowledge of applicable law including administrative, privacy, investigations, and some familiarity with patents and trademarks

FREQUENCY OF MEETINGS AND MANNER OF CALL

Meetings are scheduled in advance and occur at least quarterly, or otherwise at the direction of the Chair, who may cancel any meeting when there are no matters for consideration. Additional meetings may be scheduled by the Registrar in consultation with the Chair. Meetings will be held by audio-visual means, or on direction of the Chair, in person. If necessary, votes may be cast by email or other electronic means where it is in the public interest to do so.

QUORUM

Quorum of the full Committee is a majority of the members entitled to vote, as long as this number includes at least one patent or trademark agent, and a majority who are not licensees.

The Chair may appoint a panel of the Committee to carry out the Committee's work so long as the Panel consist of one patent or trademark agent and a majority who are not licensees. The Chair designates one panel member as Chair of the panel.

RESOURCES

The Committee is supported by ~~General Counsel~~[the Manager](#), Professional ~~Regulation~~[Conduct](#).

³Registrar's Policy on Committees

⁴Registrar's Policy on Committees

⁵Registrar's Policy on Committees

REPORTING

The Committee will provide ~~quarterly~~semi-annual reports to the Board.

DATE

Approved: 2021-07-29

Revised: 2024-11-06

To be reviewed: ~~4th Quarter 2022~~

DISCIPLINE Committee

Terms of Reference

ROLE

CPATA regulates the profession in accordance with Act, Regulations, by-laws, Registrar's policies, and the Regulatory Objectives, Standards and Principles. This includes setting and enforcing compliance with required ethical and practice standards through a variety of means, and in a manner that is risk focused, fair, transparent, efficient, proactive, proportionate and principled.

[CPATA has developed a Code of Conduct for its Board and Committees that articulates the standards of conduct and behaviour expected of Board and Committee members, including with respect to confidentiality, conflict and decision-making.](#)

For the Discipline Committee, this regulatory approach includes fair, efficient and effective adjudication of applications; adopting a restorative approach that strives to address harm, help agents be accountable for their actions, and, where appropriate in the public interest, foster learning from mistakes rather than merely punishing; and making decisions that are clear, concise, well-supported and balance all relevant interests.

Objects of Complaints Process

The objects of the complaints process are to protect and promote the public interest and preserve the integrity of the patent and trademark profession, in a manner consistent with the College's Regulatory Objectives, Standards and Principles. This includes:

- a. Promoting and ensuring competent and ethical delivery of patent and trademark services by licensees;
- b. Addressing concerns of professional misconduct and professional incompetence, including striving for early resolution of complaints when doing so is consistent with the public interest; and
- c. Enforcing compliance with professional and ethical standards.

Discipline Committee

The Discipline Committee is an essential component of the Complaints Process, which includes the Registrar, the Investigations Committee and the Discipline Committee.

The Discipline Committee supports the mandate of the College to regulate the profession in the public interest by carrying out its assigned¹ responsibilities and advancing the College's Regulatory Objectives, Standards and Principles.

RESPONSIBILITIES

In support of the Regulatory Objectives, Standards and Principles the Discipline Committee:

- Hears applications referred by the Investigations Committee;
- Conducts hearings in accordance with principles of fairness and natural justice; and
- Enhances an efficient, effective, fair, transparent and accountable adjudication process by considering, on its own or on request of the Registrar or the Board, revisions to by-laws and policies.

Confidentiality

- ~~Committee members must maintain confidentiality of all information they acquire while discharging their duties, unless disclosure is authorized (s. 65).~~

MEMBERSHIP AND VOTING

The Discipline Committee ~~is will be~~ comprised of at least five individuals, the majority being individuals who are not licensees and are otherwise qualified to serve under s. 21(1) and Regulation 2. The Committee as a whole will possess the knowledge, skills, experience and attributes set out in the Discipline Committee Skills Matrix.

Applications may be heard by panels of three or five Committee members, in the discretion of the Chair.

~~Committee member terms are set by the Board.~~

~~The Board, by a vote of two-thirds of those present, may at pleasure remove a member of the Committee, but the Board will not consider a motion to remove a Committee member unless the Committee member is given notice of the motion and is provided an opportunity to present to the Board².~~

¹ Under ss. 51 – 63, the Regulations, **By-law 87** and Discipline Committee Registrar's Policies.

² See Registrar's Policy on Committees

A Committee member who, without excuse satisfactory to the Chair, is absent from two consecutive meetings of the Committee as a whole, is deemed to have resigned, which resignation will create a vacancy on the Committee to be filled in accordance with the Board Governance Policies.

CHAIR

The Chair will be appointed by the Board, and will possess the knowledge, skills, experience and attributes set out in the Discipline Committee **Chair** Skills Matrix.

FREQUENCY OF MEETINGS AND MANNER OF CALL

The Discipline Committee will meet as a whole at least ~~annually, and annually~~ **and** will meet as needed for purposes of hearing Applications. Meetings of the Committee, and the hearing of applications by a panel of the Committee ~~may be in person, or with the consent of the parties, are held~~ by audio-visual means, ~~but in the discretion of the Chair and with agreement of the parties,~~ **may be held in person.**

QUORUM

For purposes of hearing Applications, quorum of the Discipline Committee will be a majority of the panel hearing an application.

For purposes of matters arising at meetings of the whole Committee, quorum is most of the Committee members.

RESOURCES

The Discipline Committee will have administrative support provided by the Discipline Proceedings Coordinators.

If the Discipline Committee or a panel thereof requires legal advice, the CEO will retain independent counsel for the Committee.

REPORTING

The Committee will provide quarterly reports to the Board.

Decisions

All decisions of the Discipline Committee and any panels thereof will be prepared in writing and made public by the CEO in accordance with the Act, Regulations, ~~by-laws~~, and any applicable policies.

DATE

Approved: 2021-07-29

Revised: 2023-02-22; ~~2024-11-06~~

To be reviewed: ~~4th Quarter 2024~~

REGISTRATION Committee

Terms of Reference

INTRODUCTION

CPATA regulates the patent and trademark profession in accordance with Act, Regulations, By-laws, Registrar's Policies, and the Regulatory Objectives, Standards and Principles. This includes maintaining standards for education, training and fitness to ensure the admissions programs deliver competent and ethical trainees that meet the College's requirements for registration in a manner that is risk focussed, fair, transparent, objective, impartial, proactive, principled and proportionate.

[CPATA has developed a Code of Conduct for its Board and Committees that articulates the standards of conduct and behaviour expected of Board and Committee members, including with respect to confidentiality, conflicts and decision-making.](#)

For the Registration Committee, the regulatory approach includes finding ways to fairly consider requests made by applicants or licensees to review a decision of the Registrar made under the College By-laws as quickly as possible; adopting fair registration approaches¹ to registration that strive to identify potential risks to the public and whether those risks can or should be mitigated through the imposition of conditions; and making decisions that are clear, concise, well-supported and balance the rights of the individual with the need to ensure licensees provide competent and ethical patent and trademark services to the public.

ROLE

The Registration Committee is an essential component of the registration process, which includes the Registrar [and Deputy Registrar.](#)

The role of the Registration Committee is to support the College's professional regulation and public protection mandate by carrying out its assigned responsibilities and advancing the College's Regulatory Objectives, Standards and Principles in accordance with the Act, Regulations, By-laws [and Code of Conduct for Board and Committee Members policies and policies.](#)

Objects

The objects of the registration process are to protect and promote the public interest and preserve the integrity of the patent and trademark profession, in a manner consistent with the College's Regulatory Objectives, Standards and Principles. This includes:

- Promoting and ensuring competent and ethical delivery of patent and trademark services by licensees;
- Maintaining standards for education, training and fitness to ensure the admissions programs deliver competent trainees that meet the College's requirements for registration;
- Applying policies in a principled manner, proportionately, fairly and efficiently with decisions clearly explained, including their public interest rationale;
- Making fair decisions supported by appropriate evidence;
- Conducting adjudicative processes in a timely manner, to ensure fairness for applicant or licensee; and
- Promoting equity, diversity and inclusion in the patent and trademark profession by not imposing inappropriate barriers and having due regard to the need to eliminate unlawful discrimination and harassment, considering carefully the health and capacity of those we deal with and understanding the stress that involvement with the College can cause.

¹ Fair registration practices include the principles of transparency (clear, straightforward, accessible information that is easy to understand, is complete and accurate; objectivity (decision-making systems are valid, reliable and relevant in measuring and assessing qualifications); impartiality (decisions are free from bias, including but not limited to conflict of interest, preconceived notions or limited understanding of issues related to equity, diversity and inclusion); and fairness (processes are expedient, rational, the same, and well-explained to all individuals). (Ontario Fairness Commissioner)

RESPONSIBILITIES

In support of the Regulatory Objectives, Standards and Principles, the Registration Committee:

- Sets the standards for the qualifying examinations and the evaluation of the competencies that are to be assessed by the qualifying examinations to ensure that all licensees have the necessary skills and competencies to represent persons under section 27 or 30 of the Act;
- Supports the ethical and competent delivery of patent and trademark services by licensees;
- Reviews decisions made by the Registrar under the By-laws and makes decisions, including approving applications under review, with or without conditions, and conducting a Registration Hearing in accordance with the Regulatory Objectives, Standards and Principles, Act, Regulations, College By-laws, and Registrar's Policies.
- Enhances a transparent, objective, impartial and fair registration process by considering, on its own or on request of the Registrar or the Board, revisions to by-laws and policies

**MEMBERSHIP
AND VOTING**

The Committee has up to 7 members, the majority being individuals who are not licensees and are otherwise qualified to serve under s. 3 of the Regulations. The Committee possesses the knowledge, skills and experience set out in the Registration Committee Skills Matrix.

Voting members:

- At least one individual who is a representative from the Patent Office;
- At least one individual who is a representative from the Office of the Registrar of Trademarks;
- Must not include any individuals who are members of an association where the primary purpose is to represent the interests of persons who provide advice on patents or trademarks;
- At least four individuals who are not licensees;

Non-voting participants:

- Chief Executive Officer and/or Registrar as an *ex officio* member.
- Director of Registration & Education, Deputy Registrar

[Committee terms are set by the Board.](#)

A Committee member who, without a reason satisfactory to the Chair, is absent from two consecutive meetings of the Committee, is deemed to have resigned, which will create a vacancy on the Committee to be filled [the Board Governance Policies](#).

~~The Board, by a vote of two-thirds of those present, may at pleasure remove a member of the Committee, but the Board will not consider a motion to remove a committee member unless the Committee Member's term is at an end and is not being renewed, or the removal is a result of a decision made under the Policy on Complaints Against Board and Committee Members.~~

CHAIR

The Chair is a voting member of the Committee appointed by the Board. At a minimum, the Chair will have:

- Experience with professional regulation;
- Familiarity with patent agent and trademark agent services delivery requirements; and
- Knowledge of applicable law including administrative, privacy, fair registration, and some familiarity with patents and trademarks.

**FREQUENCY OF
MEETINGS AND
MANNER OF CALL**

Meetings are scheduled in advance, or otherwise at the direction of the Chair or the Director of Registration, who may cancel any meeting when there are no matters for consideration. Additional meetings may be scheduled by the Director of Registration in consultation with the Chair. Meetings will be held electronically, or on direction of the Chair, in person. If necessary, votes may be cast by email or other electronic means where it is in the public interest to do so.

QUORUM

Quorum of the full Committee is a majority of the members present and entitled to vote, as long as this number includes at least one patent or trademark agent, and a majority who are not licensees.

The Chair may appoint a panel of the Committee to carry out the Committee's work so long as the Panel consist of one patent or trademark agent and a majority who are not licensees. The Chair designates one panel member as Chair of the panel.

RESOURCES

The Committee is supported by the Director of Registration & Education, Deputy Registrar.

REPORTING

[The Committee will provide quarterly reports to the Board.](#)

~~[The Committee will provide reports to the Board in the manner and at the frequency requested by the Board.](#)~~

DATE

Approved: 2021-07-29

Revised: 2023-08-02 [2024-11-06](#)

To be reviewed: ~~[2024-11-06](#)~~