
**Minutes of a Meeting of the Board of Directors
of the College of Immigration and Citizenship Consultants**

Held at 10:15 am, MT, Thursday, September 28, 2023,
At Delta Hotels by Marriott Edmonton Centre Suites, Edmonton, AB and via Zoom

Board of Directors:

Stan Belevici, RCIC (Chair)
John Burke, RCIC (Vice-Chair) *
Marty Baram, RCIC
Normand Beaudry*
Tim D'Souza
Richard Dennis, RCIC
Jennifer Henry
Ben Rempel
Jyoti Singh

Ministerial Observers:

Peter Christensen, Assistant Director, Social
Immigration Policy and Programs, Immigration
Refugees and Citizenship Canada
Mashal Dawkins, Policy Analyst, Immigration,
Refugees and Citizenship Canada

*(Via Teleconference)

Management:

John Murray, President & CEO
Russ Harrington, Chief Operating Officer
Jessica Freeman, Director, Communications and
Stakeholder Relations
Michael Huynh, Director, Professional Conduct
Joyce Chow Ng, Controller*
Fiona Damani, Assistant Controller*
Victoria Rumble, Corporate Secretary

Nithiya Paheerathan, Coordinator, Board
Administration and Recording Secretary

Guest:

Lynn Stivaletti, Goodman Mintz, LLP*

Absent:

Cathy Pappas, Director, Registration
Beata Pawlowska, Director, Professional Standards,
Research, Education and Policy

1. WELCOME AND INTRODUCTORY REMARKS

Quorum

The Chair declared a quorum to be present and the meeting to be duly constituted for the transaction of business at 10:15 am MT.

a) Land Acknowledgement

The Chair acknowledged the land on which they gathered was part of traditional territories of many nations covered by 70 treaties and other agreements. He expressed gratitude to those who cared for these territories over time.

b) Introductions

The Chair welcomed all members and guests and introduced those in attendance. With the consent of the meeting, Nithiya Paheerathan acted as Recording Secretary of the meeting.

- c) Conflict of Interest Declaration
The Chair asked for declarations of conflict of interest regarding agenda items. None declared.
- d) Staff Introductions
The Chair called upon John Murray, President & CEO to introduce new staff member, Fiona Damani, Assistant Controller, who had recently joined the College.

2. APPROVAL OF AGENDA

The Chair called for a motion to approve the meeting agenda as presented. In response to Board members requested changes:

Tim D'Souza requested that the Consent Agenda item "Director Dashboard" be removed from the Consent Agenda and added to the meeting agenda for discussion as a new agenda item 4.

Ben Rempel requested that agenda item 7 be expanded to include a discussion of issues arising from unauthorized practitioners (UAPs) operating in international student recruitment.

Tim D'Souza requested that a new in camera agenda item 15 – 2023 CEO Performance Review be added.

Moved by Tim D'Souza, seconded by Normand Beaudry:

BE IT RESOLVED THAT the proposed agenda for the meeting be and is hereby amended to add 2023 CEO Performance Review as agenda item 15.

CARRIED

Moved by Ben Rempel, seconded by Jennifer Henry:

BE IT RESOLVED THAT the Agenda for the meeting, as amended, be and is hereby approved.

CARRIED

3. APPROVAL OF THE CONSENT AGENDA

The Chair referred to the Consent agenda distributed in advance of the meeting. The Chair asked for a motion to approve the 4 items contained therein.

Moved by Normand Beaudry, seconded by John Burke:

BE IT RESOLVED THAT the 4 items contained in the Consent agenda, be and are hereby approved:

- a) minutes of Board meeting of June 8, 2023,
- b) report of the Governance and Nominating Committee,
- c) report of the Finance and Audit Committee (FAC),

d) Draft Annual FAC Workplan

CARRIED

4. CONSENT AGENDA - DIRECTOR DASHBOARD

The Chair called upon John Murray, President & CEO, to present.

John Murray referred Board members to discussion of the development of a dashboard at the previous Board meeting. This document will be distributed to the Board quarterly and provide operational and statistics and updates on the progress of Strategic Plan initiatives. A draft Director Dashboard has been included in the materials for this meeting for the Board's review.

The directors discussed the draft and provided their feedback.

- Tim D'Souza commented that a mechanism of tracking how strategic goals will be achieved should be developed.
- Jennifer Henry suggested that quarterly reporting would be a better measure of goals and objectives providing a more real time concept.
- Normand Beaudry raised concerns regarding the apparent low enrollment rates for the Graduate Diploma Program (GDP) and asked whether the ratio of applicants to enrolments reflected limits placed by the College or simply that many applicants did not meet the educational institutions' entrance standards. In response John Murray stated that discussions with Queen's University indicated that many of the applicants did not meet the entrance standards, notwithstanding the availability of "access" pathways.

The Chair thanked John Murray for his report.

5. INDEPENDENT COMPLAINTS REVIEW OFFICER'S REPORT AND UPDATE

The Chair called upon John Murray, President & CEO and Michael Huynh, Director, Professional Conduct, to present.

Michael Huynh referred to the report provided with the meeting materials. He noted that the report reflects positively on the work of the Professional Conduct department. There were no concerns with the report.

The Chair thanked John Murray and Michael Huynh for their report.

6. GNC POLICY FRAMEWORK – POLICY APPROVAL

The Chair called upon Ben Rempel, Chair of the Governance and Nominating Committee (GNC), to present.

Ben Rempel referred to the materials distributed in advance of the meeting. He reported that GNC had met on August 16, 2023, and considered the draft Leadership Accountabilities of the Chief Executive Officer Policy. This policy is the first in a series of foundational policies that will be developed and presented to the Board for approval as the College continues the adoption of the "policy governance" governance model. He commented that the proposed policy articulates the various accountabilities of the Chief Executive Officer covering all aspects of this role. The draft policy was prepared by College policy staff following a thorough review of legislative requirements and precedents used by similar organizations.

Moved by Tim D'Souza, seconded by Richard Dennis:

BE IT RESOLVED THAT the draft Leadership Accountabilities of the Chief Executive Officer Policy, in substantially the form presented to the Board, be and is hereby approved with immediate effect.

CARRIED

The Chair thanked Ben Rempel for his report.

7. ANNUAL GENERAL MEETING

The Chair called upon Ben Rempel, Chair of GNC, to present.

Ben Rempel reported that at the GNC meeting held on August 16, 2023, the committee considered the Annual General Meeting of the licensees of the College (AGM) for fiscal 2023 and recommends that the meeting be held on November 30, 2023, at 10:00 am in the city of Ottawa at the Ottawa Conference and Event Centre.

This proposed date complies with section 11 of the College Act which requires the College to hold an AGM within 6 months of each fiscal year-end, June 30. T GNC also recommends that the Record Date for the AGM should be set as November 1, 2023. This will allow notice of the meeting to be sent on November 2, 2023, exceeding the minimum required notice of 15 days.

A proposed agenda for the AGM and an accompanying licensee education event was included in the materials distributed. The proposed licensee education session may be amended to include an additional session on either the College's new Standards of Practice or the draft College Act regulations if released for comment.

Moved by Ben Rempel, seconded by Marty Baram:

BE IT RESOLVED THAT

- (1) the annual general meeting of the licensees of the College be held on November 30, 2023, commencing at 10:00 am ET, at the Ottawa Conference and Event Centre, 200 Coventry Road, Ottawa; and
- (2) the Record Date for such annual general meeting be and is hereby set as close of business on November 1, 2023.

CARRIED

The Chair thanked Ben Rempel for his report.

8. DISCUSSION – AMENDMENTS TO THE COLLEGE OF IMMIGRATION AND CITIZENSHIP CONSULTANTS ACT (CANADA)/REGULATIONS

The Chair called upon John Murray, President & CEO, to report.

John Murray referred to the documents distributed in advance of the meeting. He briefly reviewed the amendments to the College Act that were approved by Parliament in June and advised that the College

had been working with Peter Christensen and his team from IRCC on the outstanding College Act Regulations. Excellent progress has been made, and a very functional and efficient set of regulations is expected to be released for public comment (pre-publication) in the next few months.

Peter Christensen advised that the drafting process, which is led by Justice Department lawyers, is an involved process and a firm timeline for pre-publication is not yet available. They will continue to keep us informed.

Jyoti Singh inquired about the process in developing regulations. Peter Christensen outlined the steps involved and noted that all are working towards a pre-publication date of Spring 2024. Jennifer Henry inquired about the length of the pre-publication process, Peter Christensen stated the public will have 30 days to submit written comments. IRCC and the Justice Department will review all submissions received. The timeline for completion of this review is dependent on the volume of submissions received.

The Chair then called upon Ben Rempel, Chair of GNC, to open the discussion regarding the unauthorized practitioners.

Ben Rempel stated that during the strategic planning discussion, unauthorized practitioners were identified as a far-reaching problem. He noted that a thorough risk assessment of specific categories of unauthorized practitioners would be beneficial. He referenced the recent College Act amendments, noting that several requested amendments were not approved. These included a proposed amendment to s. 79, to allow the College to prosecute unauthorized practitioners (UAPs) for contraventions of s. 77 prohibitions. Absent this amendment, he questioned whether the College has sufficient authority under s. 78 to address this high-profile issue, particularly regarding UAPs operating in the international student recruitment space.

Ben Rempel noted that there are ongoing national public policy discussions around a new “trusted institution” framework, and a new senate report calling for stronger regulation of education agents. Our mandate as a College is to work in the public interest to either bring UAPs into compliance with existing regulatory frameworks or to bring enforcement actions to prevent continued operations of UAPs. This mandate was given high priority in the recent strategic planning process and it is important for Directors to understand how the College Act amendments and forthcoming regulations position the College to take limited targeted actions to fulfil the legislative mandates and achieve our strategic objectives.

John Murray commented that it would have been useful to have obtained all of the College Act amendments requested, particularly the s. 77 amendments that would have assisted with the fight against UAPs. It is hoped that that deficiencies in the current Designated Learning Institution (DLI) designation process can be addressed through the government’s proposed “trusted institution” framework which may include incentivising DLIs who use only licensed practitioners for student recruitment.

The Chair thanked John Murray for his report.

9. AUDITED ANNUAL FINANCIAL STATEMENTS – FISCAL 2022/23

The Chair called upon Tim D’Souza, Chair of FAC, to report.

Tim D’Souza referred to the draft Audited Annual Financial Statements for Fiscal 2022/23 distributed in advance of the meeting.

He stated that FAC met on September 14, 2023. A summary of the report can be found in the documents circulated. Lynn Stivaletti of Goodman Mintz, LLP was called to present. Lynn Stivaletti indicated that the financial statements presented, in all material respects, the financial position, results of operations and cash flows of the College. The Board asked various questions of Lynn Stivaletti.

Moved by Tim D'Souza, seconded by Marty Baram:

BE IT RESOLVED THAT

1. the draft audited annual financial statements of the College for the financial year ended June 30, 2023, together with the Independent Auditors Report thereon, each in the form presented to the Board, be and are hereby approved with immediate effect; and
2. the Chair of the Board and the Chair of the Finance and Audit Committee be and are hereby authorized to sign the Statement of Financial Position forming part of such financial statements to evidence such approval.

CARRIED

The Chair thanked Tim D'Souza for his report.

10. SIGNING OFFICER POLICY

The Chair called upon Tim D'Souza, Chair of FAC, to present.

Tim D'Souza reported that at the September 14, 2023, meeting, FAC considered and recommends for Board approval, the amended Signing Officer Policy.

A black-lined version of the amended policy was included in the board materials highlighting the proposed amendment to accommodate the addition of new staff and the creation of two groups of authorized signing officers.

Moved by Tim D'Souza, seconded by Richard Dennis:

BE IT RESOLVED THAT the Signing Officer Policy, in substantially the form presented, be and is hereby approved with immediate effect.

CARRIED

The Chair thanked Tim D'Souza for his report.

11. CONFIRMATION OF THE AUTHORIZED SIGNING OFFICERS

The Chair called upon Tim D'Souza, Chair of FAC, to present.

Tim D'Souza reported that at the September 14, 2023, meeting, FAC considered and recommends for Board approval, the amended Confirmation of the Authorized Signing Officers.

The amendment is proposed to add Fiona Damani, who was recently engaged by the College as Assistant Controller, as an authorized Signing Officer.

Moved by Tim D'Souza, seconded by Jennifer Henry:

BE IT RESOLVED THAT the amended Confirmation of Authorized Signing Officers, in substantially the form presented, be and is hereby approved with immediate effect.

CARRIED

The Chair thanked Tim D'Souza for his report.

12. COLLEGE ANNUAL REPORT

The Chair called upon Ben Rempel, Chair of GNC, to present.

Ben Rempel reported that at the August 16, 2023 meeting, GNC considered and recommends for Board approval, the draft 2022/2023 Annual Report.

The report was designed with a focus on the audiences that will be receiving it:

- IRCC
- Federal Government
- Licensees

After discussion, Board members suggested that the College's Annual Report was an operational matter and, accordingly, should be viewed by the Board for information purposes only.

The Chair thanked Ben Rempel for his report.

13. NEXT MEETING

The next meeting of the Board of Directors will be held in-person/Zoom on November 30, 2023, in Ottawa, Ontario. As the remainder of the meeting will be closed to the public, the meeting ended at 11:40 am MT for lunch and resumed at 12:30 for in camera session.

Moved by Normand Beaudry, seconded by Richard Dennis:

BE IT RESOLVED THAT the meeting break for lunch at 11:40 am MT and resume in in camera session thereafter.

CARRIED

MEETING CLOSED TO THE PUBLIC (IN-CAMERA SESSION)

Stan Belevici, RCIC
Chair

Nithiya Paheerathan
Recording Secretary

Summary of Resolutions and Actions Discussed

Record of Resolutions

Resolution	Agenda Item	Topic	Motion
1	Agenda	<p>BE IT RESOLVED THAT the proposed agenda for the meeting be and is hereby amended to add 2023 CEO Performance Review as agenda item 15.</p> <p>BE IT RESOLVED THAT the Agenda for the meeting, as amended, be and is hereby approved.</p>	1
2	Consent Agenda	<p>RESOLVED THAT the 4 items contained in the Consent agenda, be and are hereby approved:</p> <p>a. minutes of Board meeting of June 8, 2023, b. report of the Governance and Nominating Committee, c. report of the Finance and Audit Committee (FAC), d. Draft Annual FAC Workplan</p>	2
3	GNC Policy Framework – Policy Approval	RESOLVED THAT the draft Leadership Accountabilities of the Chief Executive Officer Policy, in substantially the form presented to the Board, be and is hereby approved with immediate effect.	3
4	Annual General Meeting	<p>RESOLVED THAT</p> <p>1. the annual general meeting of the licensees of the College be held on November 30, 2023, commencing at 10:00 am ET, at the Ottawa Conference and Event Centre, 200 Coventry Road, Ottawa; and</p> <p>2. the Record Date for such annual general meeting be and is hereby set as close of business on November 1, 2023.</p>	4
5	Audited Annual Financial Report – Fiscal 2022/23	<p>RESOLVED THAT</p> <p>1. the draft audited annual financial statements of the College of the financial year ended June 30, 2023, together with the Independent Auditors Report thereon, each in the form presented to the Board, be and are hereby approved with immediate effect; and</p> <p>2. the Chair of the Finance and Audit Committee be and is hereby authorized to sign the Statements of Financial Position forming part of such financial statements to evidence such approval.</p>	5
6	Signing Officer Policy	RESOLVED THAT the Signing Officer Policy, in substantially the form presented, be and is hereby approved with immediate effect.	6

Resolution	Agenda Item	Topic	Motion
7	Confirmation of Authorized Signing Officers	RESOLVED THAT the amended Confirmation of Authorized Signing Officers, in substantially the form presented, be and is hereby approved with immediate effect.	7
8	Board meeting move in camera	RESOLVED THAT the meeting go in camera at 11:40 am MT.	8
9	Board Motions passed in camera be moved to the open session and the Board resume in open session	RESOLVED THAT 1. All motions passed in camera be and are hereby moved to the open session of the meeting; and 2. The Board meeting ended.	9
10	Adjournment	RESOLVED THAT the meeting be and is hereby adjourned at 2:20 pm MT.	10