
**Meeting of the Board of Directors
September 29, 2022, Meeting Minutes
Burlington, Ontario**

Board of Directors:

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

Management:

John Murray, President & CEO
Russ Harrington, Chief Operating Officer
Michael Huynh, Director, Professional Conduct
Chris May, Director, Public Affairs and Communications
Cathy Pappas, Director, Registration
Beata Pawlowska, Director, PREP
Joyce Chow Ng, Controller, Finance

Jina Dhothar, Executive Assistant to the President & CEO/Executive Assistant to the COO and Recording Secretary

Alexis Graham, Director, Social and Discretionary Policy and Programs, IRCC, Ministerial Observer

Guests:

Lynn Stivaletti, Goodman Mintz, LLP
Al Lambert, President, Alan Lambert and Associates
Heather Lannigan, Human Resources Consultant

Regret:

Stan Belevici, RCIC (Chair)

SUMMARY OF RESOLUTIONS AND ACTIONS DISCUSSED

Record of Resolutions

Item #	Agenda Item	Topic	Motion
2	Agenda	RESOLVED THAT the Agenda for the meeting be and is hereby approved.	1
3	Consent Agenda	RESOLVED THAT the Consent Agenda for the meeting be and is hereby approved.	2

Item #	Agenda Item	Topic	Motion
4	Audited Financial Statements	<p>RESOLVED THAT</p> <p>[1] the draft audited financial statements of the College for the period November 23, 2021 to June 30, 2022, together with the Independent Auditors Report thereon, each in the form presented to the Board, be and are hereby approved; and</p> <p>[2] any 2 Directors be and are hereby authorized and directed to sign the Statement of Financial Position forming part of such financial statements to evidence such approval.</p>	3
5	Mentoring (Supervised Practice) Policies	<p>RESOLVED THAT</p> <p>[1] the Supervised Practice Program Policy, in the form presented, be and is hereby approved;</p> <p>[2] the Supervised Practice Assessment and Grading Policy, in the form presented, be and is hereby approved; and</p> <p>[3] College staff be and are hereby authorized and directed to implement and collect the Program Fee in the amount of \$665 per mentee and an Administrative Fee in the amount of \$150 as applicable.</p>	4
7	Code of Professional Conduct Interpretation Guide – Proposed Consultation Process	<p>RESOLVED THAT the creation of a limited-purpose working group, on the terms presented to the Board, to provide additional stakeholder consultation to facilitate finalization of the College's proposed Interpretation Guide for the Code, be and is hereby approved.</p>	5
8	Appointment of Additional Governance and Nominating Committee Member(s)	<p>RESOLVED THAT N. Beaudry and J. Burke, RCIC, be and are hereby appointed to the Governance and Nominating Committee, each to serve until a successor is appointed.</p>	6
9	Inaugural Meeting of Licensees	<p>RESOLVED THAT in accordance with the By-laws, the inaugural Meeting of Licensees shall be held on December 1, 2022, commencing at 1 pm, ET, at the Holiday Inn Toronto International Airport.</p>	7
10	College Annual Report	<p>RESOLVED THAT</p> <p>[1] The 2021-2022 Annual Report of the College be and is hereby approved as presented; and</p> <p>[2] College staff be and are hereby directed to file such Report with the Minister forthwith.</p>	8

Item #	Agenda Item	Topic	Motion
11	Compensation Philosophy	RESOLVED THAT the Compensation Philosophy is approved as presented.	9
12	Board meeting move in camera	RESOLVED THAT the meeting go in camera at 2:37 pm ET.	10
13	Statutory Performance Reviews of College Officers	RESOLVED THAT the proposed process for conducting the Statutory Performance Reviews of College Officers be and is hereby approved as presented	11
13	Board Motions passed in camera be moved to the 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 move into open session.	12
13	Board meeting in camera session be closed	RESOLVED THAT the in-camera session be closed and the meeting move back into open session	13
14	Adjournment	RESOLVED THAT the meeting be and is hereby adjourned at 3:54 pm Eastern Time (ET).	14

The Board convened in open session at 1:03 pm, ET.

J. Burke, Vice-Chair of the Board, chaired the meeting in the absence of S. Belevici.

The Chair acknowledged that the land on which we gather is part of the Treaty Lands and Territory of the Mississaugas of the Credit.

1. BUSINESS

a) Call to Order

The Chair declared a quorum to be present and the meeting to be duly constituted for the transaction of business at 1:03 pm ET.

With the consent of the meeting, J. Dhoother acted as Recording Secretary of the meeting.

b) Conflict of Interest Declaration

The Chair asked for declarations of conflict of interest regarding agenda items. None declared.

AGENDA

Moved by J. Henry, seconded by T. D'Souza:

RESOLVED THAT the Agenda for the meeting be and is hereby approved as presented.

CARRIED

2. CONSENT AGENDA

Moved by N. Beaudry, seconded by R. Dennis:

RESOLVED THAT the Consent Agenda for the meeting be and is hereby approved.

CARRIED

3. AUDITED FINANCIAL STATEMENTS/APPOINTMENT OF AUDITORS

L. Stivaletti, CPA, CA reviewed the draft audited Financial Statements of the College of Immigration and Citizenship Consultants (College) for the period November 23, 2021 – June 30, 2022 and answered questions from Directors.

Moved by M. Baram, seconded by J. Singh:

RESOLVED THAT

[1] the draft audited financial statements of the College for the period November 23, 2021, to June 30, 2022, together with the independent Auditors Report thereon, each in the form presented to the Board, be and are hereby approved; and

[2] any 2 Directors be and are hereby authorized and directed to sign the Statement of Financial Position forming part of such financial statements to evidence such approval.

CARRIED

4. MENTORING (SUPERVISED PRACTICE) POLICIES

B. Pawlowska reviewed the Supervised Practice Program Policy and the Supervised Practice Assessment and Grading Policy, together with the applicable program fees. The New-Licensee Mentoring Program (Supervised Practice Stream) is mandatory for new licensees who have been issued their Letter of Authority on or after July 1, 2022.

The lack of a practical experience component was identified as a significant gap in the College's licensing process. Working under the supervision of an experienced licensee provides clear advantages to a new licensee including the following:

- Transfer of knowledge to build underlying competencies;
- Building pride and trust in the profession;
- Building a sense of community;
- Supporting learning and development within the profession at all levels;

- Developing the critical, core competencies required of licensees to succeed; and
- Building continuity and relationships between experienced and new licensees.

The College's New-Licensee Mentoring Program is now ready for launch on a pilot basis as of the fall of 2022. After extensive research of similar practical experience programs in other professions, College staff also recommends that the following fees be implemented to support the New Licensee Mentoring Program (Supervised Practice Stream):

- Program Fee: \$665 per mentee
- Administrative Fee: \$150

Moved by N. Beaudry, seconded by B. Rempel:

RESOLVED THAT

[1] the Supervised Practice Program Policy, in the form presented to the Board, be and is hereby approved;

[2] the Supervised Practice Assessment and Grading Policy, in the form presented to the Board, be and is hereby approved; and

[3] College staff be and are hereby authorized and directed to implement and collect the Program Fee in the amount of \$665 per mentee and an Administrative Fee in the amount of \$150 as applicable.

CARRIED

5. SPECIALIZATION PROGRAM UPDATE

B. Pawlowska provided the Board with an update on the Specialization Program. The College continues to send targeted messaging to those licensees who have not enrolled but are indicated on lists of licensees with upcoming hearings provided to the College by the Immigration and Refugee Board of Canada (IRB). These are provided monthly and cross-referenced against enrollment data in the Specialization program.

B. Pawlowska advised that to date:

- 598 licensees have completed the program
- 565 licensees are currently enrolled
- 42 licensees have enrolled, then withdrawn

B. Rempel noted that despite the increase in enrollments, there are a number of licensees who have not yet enrolled and, therefore, will likely not complete in time to meet the July 1, 2023 deadline.

B. Pawlowska advised that the College continues to reach out to licensees using targeted communications. These communications spell out the implications of not completing the Specialization Program before the deadline of July 1, 2023.

A meeting with the IRB Chair and other staff is scheduled for October 3, 2022, to develop coordinated communications addressing the actions to be taken with licensees who do not complete the program by the July 1, 2023 deadline.

6. **CODE OF PROFESSIONAL CONDUCT INTERPRETATION GUIDE PROPOSED CONSULTATION PROCESS**

B. Rempel, Chair of the Governance and Nominating Committee (GNC), advised the Board that the College has developed a draft Interpretation Guide for the *Code of Professional Conduct for College Immigration and Citizenship Consultants Licensees* (Code).

This is a plain-language guide intended to provide licensees with guidance on compliance with the professional standards set out in the Code. Further consultation with licensees is required to validate content in the current draft and provide concrete examples where applicable.

To this end, it is proposed that a draft of the guide be circulated to a working group consisting of RCICs, RISIAs, and other stakeholders for comment, and the comments discussed at 2 meetings of the group to be scheduled in October of 2022.

The Interpretation Guide will be amended based on comments and circulated to the working group for review on a "fatal flaws" basis, following which the Interpretation Guide will be finalized, translated and provided to the GNC and Board for approval.

Upon approval, the Guide will be launched in January 2023.

Moved by B. Rempel, seconded by J. Henry:

RESOLVED THAT the creation of a limited-purpose working group, on the terms presented to the Board, to provide additional stakeholder consultation to facilitate finalization of the College's proposed Interpretation Guide for the Code, be and is hereby approved.

CARRIED

7. **APPOINTMENT OF ADDITIONAL GOVERNANCE AND NOMINATING COMMITTEE MEMBERS**

B. Rempel informed the Board that the GNC Terms of Reference permit the appointment of up to 5 committee members. At its first meeting on September 20, 2022, the 3 current committee members determined that additional members would be beneficial. N. Beaudry and J. Burke have agreed to serve on the GNC if appointed by the Board.

Moved by B. Rempel, seconded by R. Dennis:

RESOLVED THAT N. Beaudry and J. Burke, RCIC, be and are hereby appointed to the GNC, each to serve until a successor is appointed.

CARRIED

8. INAUGURAL MEETING OF LICENSEES

J. Murray advised that the College Act and By-laws require that a meeting of licensees be held each year, and that the Board is required to set the date, time and location of such meeting. The agenda for such meetings is restricted to the following items pursuant to section 66.3 of the By-law:

- (a) the President & Chief Executive Officer's presentation of the annual report and audited annual financial statements;
- (b) the Chair's address to the Meeting;
- (c) election of such Elected Directors as are to be elected; **[NONE]**
- (d) questions from licensees to the Board; and
- (e) any additional matter the Board adds to the agenda.

To encourage attendance, the College proposes to hold a licensee education event on the Code and/or Interpretation Guide immediately following the Inaugural meeting of licensees.

Moved by M. Baram, seconded by N. Beaudry

RESOLVED THAT the Inaugural Meeting of Licensees shall be held on December 1, 2022, commencing at 1 pm, ET, at the Holiday Inn Toronto International Airport, Toronto, Ontario.

CARRIED

9. ANNUAL REPORT

J. Murray presented the draft 2021-2022 Annual Report, which highlights the final months of the Immigration Consultants of Canada Regulatory Council and its continuance as the College. The theme of this Annual Report is "Passing of the Torch and Looking to the Future". He noted that the College Act Regulations, once created, will provide guidance on future College Annual Reports and that the Financial Statements approved today will also be included in the final Annual Report.

Moved by M. Baram, seconded by T. D'Souza:

RESOLVED THAT

[1] The 2021-2022 Annual Report of the College be and is hereby approved as presented; and

[2] College staff be and are hereby directed to file such Report with the Minister forthwith.

CARRIED

10. COMPENSATION PHILOSOPHY

R. Harrington advised that a compensation philosophy is central to the College's efforts to attract and retain employees. Upon Board approval, this compensation philosophy will support the College's work to date on developing job descriptions, job evaluations, and salary banding.

This is one of the many initiatives undertaken by the College to transition from provincial to federal legislation and permit College compliance with, among other things, federal pay equity legislation.

A. Lambert briefed the Board on the development of the proposed compensation philosophy which will support a stable and adaptable workforce, be flexible to adapt to the labour marketplace, and will provide opportunity for meaningful contribution and advancement through:

- A competitive base salary structure
- A structured and consistent job evaluation process
- A structured compensation administration
- Periodic reviews of salary ranges and pay administration practices

A. Lambert suggested that the College, to remain competitive with the market, should endeavour to align salaries with the 50th percentile of the established bands. This will allow hiring and retention of qualified, competent staff and strike the correct balance between competitive compensation and fiscal responsibility. Studies consulted by A. Lambert indicate that the majority of professional regulatory organizations in Canada adhere to this benchmark.

Moved by B. Rempel, seconded by J. Henry:

RESOLVED THAT the Compensation Philosophy, as presented, be and is hereby approved.

CARRIED

MEETING CLOSED TO THE PUBLIC (IN-CAMERA SESSION)

11. IN-CAMERA SESSION

Moved by M. Baram, seconded by R. Dennis:

RESOLVED THAT the meeting go in camera at 2:37 pm ET

IN-CAMERA SESSION MOTIONS

Moved by N. Beaudry, seconded by B. Rempel:

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 move into open session.

CARRIED

The Chair noted that the following resolutions had been passed during the in-camera session:

Moved by J. Henry, seconded by J. Singh:

RESOLVED THAT restricted net assets in the amount of \$4,000,000 designated to finance claims against Directors and Officers be re-designated as the "D&O and Immunity from Civil Liability Restricted Net Assets" and maintained at current funding levels.

CARRIED

Moved by B. Rempel, seconded by M. Baram:

RESOLVED THAT the proposed process for conducting the Statutory Performance Reviews of College Officers, be and is hereby approved as presented.

CARRIED

Moved by M. Baram, seconded by J. Singh:

RESOLVED THAT the meeting return to open session at 3:50 pm ET

CARRIED

12. NEXT MEETING AND ADJOURNMENT

The next meeting will be held in-person/Zoom on Thursday, December 1, 2022, at 10:30 am ET.

Moved by N. Beaudry, seconded by B. Rempel:

RESOLVED THAT the meeting be and is hereby adjourned at 3:54 pm, ET.

CARRIED

J. Burke, RCIC
Vice-Chair

J. Dhoother
Recording Secretary