

# **Minutes of the Board of Directors meeting** **of the Ontario Association of Certified Engineering Technicians and Technologists (OACETT)**

**Friday September 22, 2023 at 1:00pm-5:00pm (*\*Extended to 5:30pm*)**

**Virtual (via MS Teams)**

## **Present:**

<b>Rosanna Baggs</b> , C.E.T., rcji,	Past-President
<b>Micheal Mooney</b> , C.E.T.	President ( <i>**Had to leave the meeting at 3:55pm, but rejoined at 4:35pm</i> )
<b>Christopher van Dop</b> , C.E.T.	President-Elect
<b>Norman Sandberg</b> , C.E.T.	Central Region
<b>Brian Raymond</b> , C.E.T.	Eastern Region
<b>Shelley Parker</b> , A.Sc.T.	Horseshoe Region
<b>Stephanie Pesheau</b> , C.E.T.	Northern Region
<b>Roy Sue-Wah-Sing</b> , C.E.T.	Toronto Region
<b>Samuel Nammari</b> , C.E.T., P.Eng	Western Region
<b>David Visentin</b>	Student Representative
<b>Mladen Ivankovic</b> , C.E.T	Young Professionals Representative
<b>Daniel Liao</b>	Heads of Technology ( <i>**Had to leave meeting at 5pm</i> )
<b>Alex Lusty</b>	Public Representative

## **Staff:**

<b>Cheryl Farrow</b> , MBA, CAE	Chief Executive Officer
<b>Arshad Zaver</b> , CPA, CA	Director, Finance and Corporate Services
<b>David Terlizzi</b>	Director, MES & Government Relations
<b>Elle Armstrong</b>	Administrator
<b>Carol Warner</b> , C.Tech.	Deputy Registrar

## **Regrets:**

<b>Barry Billing</b>	Director, RPP & Registrar
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### **❖ President's opening remarks and call to order**

Micheal Mooney called the meeting to order at 1:05 p.m. and welcomed the Board of Directors.

### **❖ Disclosure of Conflicts of Interest**

- Ms. Pesheau disclosed a potential conflict of interest, as she recently renewed her contract with Confederation College as a partial-load instructor. Most of her instruction will be related to the Professional Practice Course, which helps prepare students for OACETT's certification exam. As part of the 2023-2024 Strategic Plan, there is an initiative to develop an asynchronous version of this course, with the intention of eventually introducing this course to all colleges. Ms. Pesheau posed a question to the Board, to determine if this is a conflict of interest. She also clarified that Confederation College has been made aware of her role on OACETT's Board of Directors.

- President Mooney shared that he and Mr. Billing, OACETT's Registrar, had discussed this previously and felt that there was not an existing conflict of interest. After some discussion amongst the Board, it was determined that this was not a conflict of interest and there were no concerns with Ms. Pesheau's participation.
- President Mooney disclosed a potential conflict of interest, related to the Technology Stewardship Program. He explained that he has been offered employment from the Change Lab to help integrate the Technology Stewardship Program into other sectors. He shared that he has not accepted the position, but if he were to do so, then he would benefit financially from any expansions to the program.
- President Mooney proposed that to mitigate this conflict of interest, he would abstain from discussing and voting on that item in the Business Plan. After some deliberation, The Board decided that President Mooney could remain present for the discussions, but should not participate. As President Mooney is a subject matter expert for this program, he can offer information if additional details are requested from the Board.

#### ❖ **Approval of the Board Agenda**

**5854**

**Moved by Stephanie Pesheau, Seconded by Rosanna Baggs and Carried.  
Resolved that the Board of Directors approves the Agenda as presented.**

#### ❖ **Approval of the Board Consent Agenda**

**5855**

**Moved by Norman Sandberg, Seconded by Samuel Nammari and Carried.  
Resolved that the Board of Directors approves the items in the Consent Agenda as amended.**

**5856**

**Moved by Mladen Ivankovic, Seconded by Alex Lusty and Carried, with one abstention.  
Resolved that the Board of Directors adopts the Meeting Minutes of the Council and Board Meeting June 1, 2023.**

## **MEMBER SURVEY**

#### ❖ **Discussing the results of the Member Survey**

- Ms. Farrow, CEO presented the highlights of the salary survey, as well as answered questions that the Board had raised in advance of the meeting.
- President Mooney commented that from 2015 to 2023 there has been an initiative to convert long standing Associate members to full Certification. He questioned why the remaining pool of existing Associate members are not intent on Certification. Ms. Warner, Deputy Registrar, shared that there were some budget constraints which halted some forms of communication, but that RPP staff in conjunction with the results of the CPD audit, are maintaining communication with the Associate members and updating

them of the next steps to achieve certification. There has also been discussion to re-implement the 3- and 6-year deadline for certification.

- The Board members also discussed the possibility of integrating Diversity & Inclusion questions on the next Members Survey, which will be an initiative driven by the DEI Committee.
- A question was posed regarding how OACETT staff are responding to any survey results that require action. Ms. Farrow confirmed that all the plans resulting from the survey have been implemented into the Business Plans or have been delegated to the appropriate committee.

## MEGA ISSUE

### ❖ Blue Sky session on emerging markets

- President Mooney advised the Board that the discussion of Emerging Markets would originate at the Board level. He asked that the Board develop a working list of items that require further investigation and from there, specific tasks or work would be assigned to the applicable committee.
- The Board discussed various emerging technologies as well as emerging membership markets. Staff will compile a list for the November meeting, which will be presented in the “Mega Issue” format which prior Council has used for this type of strategic initiative. Prioritization will be the focus in November.

## DISCUSSION SESSION

### ❖ Discussion session on respective roles of Board members and Member Engagement and Services Committee (MESC) representatives vis a vis Chapter outreach

- President Mooney asked the Board to collectively decide how Board members will conduct Chapter outreach, to ensure that there is no perceived favouritism, no overlap with MESC responsibilities and a consistent approach for all Chapters.
- It was acknowledged that Board members were elected by all OACETT certified members and therefore served as members at large – the role of regional Board members is therefore not a representative one, but a construct of the Board election process to add geographic diversity.
- It was agreed that Board member interaction with the Chapters/Regions would be facilitated by the two (2) planned in-person regional meetings (one of which happens in conjunction with the June conference), as well as the two (2) planned virtual Chapter forums. Board members were asked not to attend any other Chapter meetings except those of their home Chapter, where they would participate as a member and not a Board representative. Even participation without seeking travel reimbursement was discouraged in order to be consistent.

- There may be some exceptions for Committee members, like DEI, where there are other linkages to the Chapters
- There may also be exceptions if a specific invitation is extended by a Chapter for a Board member to attend a meeting or event and these will be addressed on a case by case basis.

*\*\* President Mooney needed to leave the meeting at 3:55pm. In his absence, Past- President Rosanna Baggs chaired the meeting on his behalf.*

#### **❖ Discussion/agreement on how the officers will function between meetings without an Executive Committee**

- Ms. Baggs asked the Board to consider how the officers should function without an Executive Committee. It was acknowledged that this can be difficult to determine in the abstract. . It was agreed that, with the smaller Board, every effort should be made to convene the full Board or at minimum seek direction by email if a decision or direction was required between Board meetings. It was agreed that a decision could be taken once a majority of Board members had voted on a position, rather than waiting for all Board members to respond before declaring a decision. It was also agreed that the Consent Agenda will include an update on any meetings of the officers that take place between Board meetings. The regular scheduled check-in meetings between the President, President-Elect and the CEO would not be subject to this reporting. This direction will be used by the Governance Policy and Strategy Committee to update existing policies for approval by the Board at a subsequent meeting.

#### **❖ Confidentiality agreement**

- Ms. Baggs shared with the Board that a concern was raised about the confidentiality agreement (which had been approved by a prior Council), regarding that the President and the CEO are identified as the only individuals that can deem if confidential information can be shared. The Board discussed the chain of command resulting from this language and ultimately agreed that the CEO and President have an obligation to serve the best interests of the Board, as all Board members do. The principles of confidentiality are assumed by being on the Board. Mr. Lusty advised that the agreement as worded was fairly common and he did not think that the cost of having a legal review and update was a worthwhile investment. Ms. Baggs requested that any additional comments or feedback be shared via e-mail with President Mooney and Ms. Farrow.

*\*\* President Mooney rejoined the meeting at 4:35pm.*

#### **❖ Any follow-up from orientation?**

- President Mooney has conducted one-on-one meetings with all Board members prior to the September Board meeting. He requested that if any additional follow-up be e-mailed

to himself and Ms. Farrow, so that they can compile the necessary information. Nothing further was raised at the meeting.

## **FINANCE**

### **❖ Year-to-Date (YTD) Financials and first forecast**

- Mr. Raymond, OACETT's Treasurer presented the YTD Financials and Preliminary Forecast for year-end 2023. He explained that there was a current \$1.4 million surplus. Mr. Zaver clarified that while the current financials are forecasting a surplus, there is not a surplus anticipated for the year-end – the forecast is for a balanced budget by year-end.
- A question was posed regarding the cost of mailing The OT magazine. It was clarified that members can select whether they want the magazine mailed. However, this could be a discussion for next year's budget planning, so MESC will report back regarding the potential savings of an online magazine versus mailing paper copies. There were no further questions from the Board.

### **❖ Decision on dues increase**

- Mr. Raymond advised the Board that the decision on dues increase has typically been a standing item on the September Council/Board agenda, as it informs the budget and business planning. However, it has been determined that it is difficult for the Board to approve a dues increase without the full context of the proposed budget. Therefore, at the Officers meeting that took place in advance of the September Board meeting, staff were directed to assume a 3.3% projected increase when preparing the 2024 budgets, which reflects the cost of living increase as of July 2023. This increase has not been discussed or approved by the Board and was only a guideline for staff.
- The Board was advised to come to the November meeting prepared to review the proposed dues increase as part of the budget review and approval process.

*\*\*Mr. Liao had to leave the meeting at 5pm. The remaining Board members agreed to extend the meeting until 5:30pm, in order to address the remaining agenda items.*

### **❖ Presentation of preliminary business plans**

- Mr. Raymond presented the Preliminary Business Plans for 2024, explaining that the final Business Plans will be presented at the November Board meeting.
- It was also explained that items were placed in order of priority. This was done in the event that if sufficient revenue isn't available to fund all the activities in the business plans, items can be removed from the bottom in order to balance the budget. It was noted that these business plans will be approved as part of the budget approval at the November meeting.

- There were no comments on the plans as presented. President Mooney asked that each Board member reflect on the priorities and e-mail any feedback to himself and Ms. Farrow, in advance of the next Board meeting. These suggestions will then be discussed during the November meeting.

## COMMITTEES

### ❖ Committee member appointments

- Ms. Baggs shared the results of the Committee member appointments, as recommended by the Nominating Committee and invited any questions.
- There were no questions pertaining to these appointments, but Ms. Baggs did clarify that MESOC was not listed because MES committee members were elected by the membership in May 2023 and appointed by the Board in June 2023.

5857

**Moved by Stephanie Pesheau, Seconded by Shelley Parker and Carried.**

**Resolved that the Board of Directors approves the Nominating Committee's recommendations for committee appointments, as presented in the package appended to the meeting materials.**

## PROFESSIONAL ENGINEERS ONTARIO (PEO) UPDATE

### ❖ Professional Engineers Ontario (PEO) Update

- Due to a time constraint, the Board will table this agenda item and revisit it at the November meeting.

## UPCOMING MEETINGS

### ❖ Planning for November in-person meeting

- Due to a time constraint, President Mooney advised the Board to brainstorm any discussion or Agenda items that would be beneficial to include for the Board's in-person time together at the November meeting. The proposed November draft agenda will be shared with the Board in advance of the meeting, to invite any feedback.
- November 24- November 25, 2023 - In-person – The Briars Resort and Spa, 55 Hedge Rd., Jacksons Point, ON – starts with lunch at noon on Friday and finishes with take-out lunch at 12:30 on Saturday.
- February 23, 2024 – Virtual via MS Teams
- April 12, 2024 – Virtual via MS Teams
- May 24, 2024- AGM – Virtual via GetQuorum/Zoom
- June 7- June 9, 2024- Meeting and Conference – In-Person – Sheraton Toronto Airport Hotel & Conference Centre, 801 Dixon Rd, Toronto, ON M9W 1J5

## **NEW BUSINESS**

- There was communication sent out to all members on behalf of MESC, seeking subject matter experts with the intent to develop task force groups based on (15) disciplines. These groups would then act as a resource regarding each specific discipline. Mr. Terlizzi advised the Board that if they are interested in participating as a subject matter expert, to please follow the application process that had been e-mailed.
- There was further discussion around Artificial Intelligence (AI) as an emerging market. The Board decided to wait to review the Mega Issues list that was established earlier in the meeting and determine from there, if AI is a mega issue requiring further discussion.
- There was also further discussion regarding the Confidentiality Agreement. President Mooney clarified the President and CEO obligations have already been defined in the By-Law and relevant Policies. The Board voted if further discussion was needed at the November meeting regarding the confidentiality agreement, to which the Board voted no. President Mooney offered that if any additional discussion was needed on the topic to reach out to him directly.

## **ADJOURNMENT**

President Mooney declared the meeting adjourned at 5:33 PM.

## **ACTION ITEMS:**

- The Member Survey Comparison PowerPoint will be shared with the Board, following the meeting.
- The Diversity, Equity and Inclusion Committee will be involved in the potential inclusion of diversity-relations questions in the next Member Survey.
- RPPC will prepare a report back to the Board, outlining how many of the Associates working towards their C.E.T. designation, are eligible for their C.Tech. designation.
- Staff will compile and disseminate a list of Emerging Technologies and Markets, based on the Board discussion, which will be sent to the Board for their review. The Board will decide how this list should be prioritized and the relevant work will be assigned as needed at the November meeting.
- Staff will prepare projected figures regarding the cost for each Board member to travel to the second in-person Regional meeting, to inform the 2024 budget.
- The Board will continue to discuss the best process for Chapter participation and a policy will ultimately be created and communicated to the Chapters.
- An update against any officer meetings that have taken place in between Board meetings will be included in subsequent Consent Agendas.
- Staff will notify the appointed Committee members of their committee appointments following the Board meeting, and then will share contact information with all the Committee Chairs, Staff Leads and Staff Support.
- The proposed November draft agenda will be shared with the Board in advance, to invite any feedback.
- MESAC, in coordination with FAC, will report back regarding the costs of printing and mailing each edition of the OT. This data will help to inform the discussion for next year's budget planning.