

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

February 28, 2024 (Virtual)

Present:

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| Rosanna Tyrer, C.E.T., rcji, | Past-President |
| Micheal Mooney, C.E.T. | President |
| Christopher van Dop, C.E.T. | President-Elect |
| Norman Sandberg, C.E.T. | Central Region |
| Brian Raymond, C.E.T. | Eastern Region |
| Shelley Parker, A.Sc.T. | Horseshoe Region |
| Stephanie Pesheau, C.E.T. | Northern Region |
| Roy Sue-Wah-Sing, C.E.T. | Toronto Region |
| Samuel Nammari, C.E.T., P.Eng | Western Region |
| David Visentin | Student Representative |
| Mladen Ivankovic, C.E.T | Young Professionals Representative |
| Alex Lusty | Public Representative |
| Daniel Liao | Heads of Technology |

Staff:

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| Cheryl Farrow, MBA, CAE | Chief Executive Officer |
| Arshad Zaver, CPA, CA | Director, Finance and Corporate Services |
| David Terlizzi | Director, MES & Government Relations |
| Elle Armstrong | Administrator |

Regrets:

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| Barry Billing | Director, RPP & Registrar |
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❖ **President's opening remarks and call to order**

President Micheal Mooney called the meeting to order at 5:05 p.m. and welcomed the Board of Directors, noting that the meeting was being recorded for accuracy of minutes. President Mooney emphasized the importance of reflecting on the meaning of land acknowledgements and the recommendations that come from the Truth and Reconciliation Commission. He encouraged the Board to personally reflect on the topic and advised that there will be a more in-depth conversation regarding land acknowledgments later in the agenda.

❖ **Disclosure of Conflicts of Interest**

There were no disclosed conflicts of interest.

❖ **Approval of the Board Meeting Agenda**

The Board of Directors was asked to defer the Membership Dues Policy and the updated Financial Reimbursement Policy until the next meeting, to allow the Finance and Audit

Committee (FAC) additional time to finalize these documents. The Board agreed to defer these items.

5868

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

Resolved that the Board of Directors approves the agenda as amended, to remove item # 8.1.1 the Membership Dues Policy and item # 8.1.2 the Financial Reimbursement Policy from the Agenda.

CONSENT AGENDA

❖ Approval of the Consent Agenda

5869

Moved by Brian Raymond, Seconded by Mladen Ivankovic and Carried.

Resolved that the Board of Directors approves the items in the Consent Agenda as presented.

PRESIDENT'S REPORT

❖ President's Report

In lieu of a written President's Report, President Mooney provided a verbal update discussing upcoming activities, including the Fireside Chat, participation in a procurement pathways seminar and the OACETT AI Summit. He highlighted professional development activities, including his attendance alongside the CEO and President-Elect, at the Canadian Society of Association Executives' Chief Elected Officer and Chief Staff Officer Symposium. President Mooney also reported on key activities, including work at the national level with a Technology Professionals Canada Leadership Council meeting and attendance at the Colleges Ontario Gala. He further reported that the pension wind-up is proceeding as planned, based on a positive recommendation from OACETT's lawyer that agrees with the prior Council's decision on the proposed allocation of the surplus, and that government relations continues to be successful, with the help of OACETT's contracted government relations firm. President Mooney also advised that he and Cheryl Farrow, CEO will be presenting to OSPE's Board the week of March 4, 2024. Finally, President Mooney shared that the Human Resources Committee (HRC) has completed the CEO's performance review on behalf of the Board of Directors, and the goals for the coming term will be shared.

FINANCE

❖ Fiscal 2023 Year-end Unaudited Financial Statements (Preliminary) and Treasurer's Report

Brian Raymond, Chair of the Finance and Audit Committee (FAC) presented the Unaudited Financial Statements and the Treasurer's Report. Key points included a deficit of \$11,000 (which is far better than the budgeted deficit of \$1.25 million), 88% of membership dues have

been collected and expenses remain under budget. The Board did not have any follow-up questions for Mr. Raymond or the FAC.

REGISTRATION AND PROFESSIONAL PRACTICE

❖ Fellow OACETT

Stephanie Pesheau, Chair of the Registration and Professional Practice Committee (RPPC) introduced the three candidates' biographies, Andrew Monkman, C.E.T., Bruce Fudger, C.E.T. and Derek Gruchy, C.E.T., recommended by the Fellow Subcommittee to RPPC, which put the names forth to the Board of Directors for their consideration and approval. The Board was reminded that these recommendations are to remain confidential, until the information has been shared publicly. The candidate biographies have been included as a separate package in the Consent Agenda.

5870

**Moved by Stephanie Pesheau, Seconded by Rosanna Tyrer and Carried.
Resolved that the Board of Directors approves Andrew Monkman, C.ET. for the 2024 Fellow OACETT designation, as recommended by RPPC.**

5871

**Moved by Stephanie Pesheau, Seconded by Christopher van Dop and Carried.
Resolved that the Board of Directors approves Bruce Fudger, C.ET. for the 2024 Fellow OACETT designation, as recommended by RPPC.**

5872

**Moved by Stephanie Pesheau, Seconded by Alex Lusty and Carried.
Resolved that the Board of Directors approves Derek Gruchy, C.ET. for the 2024 Fellow OACETT designation, as recommended by RPPC.**

MEMBER ENGAGEMENT AND SERVICES

❖ Award Nominees

Roy Sue-Wah-Sing, the Chair of the Member Engagement and Services Committee (MESC) presented the list of nominees for the awards. There was a concern raised from the Board that they did not have the rationale behind the decision to nominate and questioned the value of voting without knowing the contributions and achievements of the award recipients. The Board of Directors agreed to move in-camera to continue discussions and to move out of in camera when voting.

5873

**Moved by Mladen Ivankovic, Seconded by Norman Sandberg and Carried.
Motion to go In-Camera.**

The Board of Directors returned from in-camera and decided that they would conduct future discussions at subsequent meetings about expectations for items being presented to the Board.

5874

Moved by Roy Sue-Wah-Sing, Seconded by Stephanie Pesheau and Carried with one Abstention.

Resolved that the Board of Directors approves the 12 award winners as presented on the list included in the Board materials, as selected by the Provincial Honours and Awards Subcommittee, and recommended by the Member Engagement and Services Committee.

It was agreed that information about the award winners would be circulated to the Board following the meeting.

GOVERNANCE

❖ Additional Policies, Processes and Terms of Reference

As a result of the discussion about the Award Nominees, the Board agreed to defer the approval of the Awards Subcommittee Terms of Reference until Board expectations could be further determined. It was unanimously agreed that the remaining Policies and Terms of Reference would be approved as an omnibus motion after each document had been individually presented and discussed.

5875

Moved by Norman Sandberg, Seconded by Alex Lusty and Carried with two members Opposed.

Resolved that the Board of Directors will defer the approval of the Awards Subcommittee Terms of Reference until the June Board meeting.

Norman Sandberg, Chair of the Governance, Policy and Strategy Committee (GPSC) informed the Board of the updates made to the Elections Policy, which aligned with the changes to the Nominating Committee Terms of Reference that the Board of Directors approved in November.

Stephanie Pesheau explained the process for handling complaints and discipline cases including the role of the Registrar, as outlined in the Discipline Subcommittee Terms of Reference. She clarified that the Discipline Subcommittee is an ad hoc committee, and the Terms of Reference are being proposed in advance to avoid delays. It was unanimously agreed that there would be one addition to the Terms of Reference, to state that "OACETT will obtain an opinion on the procedure for holding the discipline hearing".

President Mooney introduced the email voting process, which had been circulated previously to the Board of Directors. This process was drafted to outline how email votes would be handled going forward. There were no further questions from the Board of Directors regarding any of the presented documents.

5876

Moved by Alex Lusty, Seconded by Norman Sandberg and Carried with one member Opposed.

Resolved that the Board of Directors approves the following policies and terms of reference as presented and recommended by the respective committees:

- **Elections Policy – Governance, Policy and Strategy Committee**
- **Discipline Subcommittee Terms of Reference – Registration and Professional Practice Committee**
- **Email Voting Process – Governance, Policy and Strategy Committee**

❖ Recommendation of Strategic Plan consultant

Norman Sandberg, Chair of the GPSC advised the Board of Directors that the committee had solicited proposals from seven consultants and received responses from four of the solicited candidates. One consultant, Endeavour had a pro bono program for not-for-profit organizations and typically provides work up to a value of \$90,000 for strategic plan undertakings. The GPS Committee interviewed the top consultant based on their submitted proposal and interviewed the pro bono consultant. After deliberation, the committee recommended engaging the Endeavour group for the strategic planning process. They also discussed utilizing some of the allotted budget for additional services, such as the communication strategy with members. A Board member expressed concern about the funding source of pro bono services and its compatibility with OACETT's values. In response, it was noted that the bulk of Endeavour's work is done by juniors from various organizations under the guidance of more experienced volunteer mentors and staff. The funding comes from voluntary donations after the work is complete. A Board member also noted a concern about member information confidentiality when engaging third-party consultants. Cheryl Farrow, CEO will review the commercial confidentiality statement provided in the contract and will also have Endeavour sign a Non-Disclosure Agreement (NDA) if necessary. There were no further questions or concerns brought forward.

5877

Moved by Norman Sandberg, Seconded by Brian Raymond and Carried.

Resolved that the Board of Directors approves GPSC's recommendation to contract for Endeavour's pro bono services.

❖ Recommendation of Diversity, Equity and Inclusion (DEI) consultant

Shelley Parker, Chair of the Diversity, Equity and Inclusion Committee (DEIC) advised the Board of Directors that the committee had solicited proposals from nine consultants and received responses from five of the solicited candidates. After the committee reviewed and scored the proposals, the top two consultants were interviewed. After deliberating, the DEI committee agreed to recommend CultureAlly, based on the personalized and customized approach that they would bring to the project. They demonstrated excellent experience in the non-profit space, as well as customized training programs and a unique perspective on how to communicate with OACETT's membership. There were no questions from the Board.

5878

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

Resolved that the Board of Directors approves DEIC's recommendation to contract for CultureAlly's services to support the development of OACETT's DEI strategy and action plan.

❖ Land Acknowledgement Framework

Ms. Parker, DEIC Chair and Mr. Sandberg, GPSC Chair expressed both committees' support for a land acknowledgment framework. There were concerns brought forward from the DEIC members about the language used and the need for customization. It was suggested that CultureAlly, the new DEI consultant, could be engaged to help with the framework and language. The Board of Directors emphasized the importance of engaged conversations with Indigenous communities to develop something that appropriately recognizes this relationship.

❖ Approval of Officer Position descriptions

Mr. Sandberg, GPSC Chair explained that the committee had reviewed the Officer Position descriptions and adjusted the descriptions, recommending them to the Board for adoption. This will serve as pertinent information for those in the position or seeking to run for the position. The Board of Directors had no questions about the descriptions.

5879

Moved by Norman Sandberg, Seconded by Stephanie Pesheau and Carried.

Resolved that the Board of Directors approves the Officer Position descriptions as presented, as recommended by the GPSC.

❖ Policy Updates/Changes -- discussion

President Mooney opened the discussion about policy updates and changes. The Board discussed the need for policy changes to have supporting rationale and documentation, reflecting best practices and OACETT's values. The Board emphasized the importance of the committees vetting any policy changes and engaging the GPS Committee for any major changes.

MEGA ISSUE

❖ Mega Issue: Emerging Markets – proposed Action Plan

President Mooney reminded the Board of the three emerging technologies and two emerging markets that had been voted as priorities at the November 2023 Board meeting. Staff had prepared a proposed action plan to move forward with each of those items, which was included in the package of meeting materials. The Board questioned the budget allocation, clarifying the placeholder budget of \$25,000 compared to the already approved \$30,000 budget. It was

explained that the \$30,000 budget was already approved for the AI Summit as a stand-alone item within the MESC Business Plan and the \$25,000 budget was approved for the emerging market initiatives other than the AI Summit. There were no further questions from the Board.

5880

Moved by Rosanna Tyrer, Seconded by Roy Sue-Wah-Sing and Carried.

Resolved that the Board of Directors approves as presented the proposed action plan on the Emerging Technologies/Emerging Membership Markets Mega Issue, including the proposed disbursement of funds against the budgeted “placeholder” amount of \$25,000 that was approved in the 2024 budget.

APPOINTMENTS

❖ MESC Eastern Election appointment

Rosanna Tyrer, Past-President and Nominating Committee Chair reminded the Board of Directors that a regional election was held in February to fill the vacant MESC Eastern region position. Justine Loader, C.Tech., was elected as the Eastern Region Representative as a result of that election process. There were no further questions from the Board.

5881

Moved by Rosanna Tyrer, Seconded by Roy Sue-Wah-Sing and Carried.

Resolved that the Board of Directors approves the appointment of Justine Loader, C.Tech. elected by the Eastern region membership as the Eastern region representative for the Member Engagement and Services Committee.

❖ Nominating Committee appointment

Ms. Tyrer advised the Board of Directors that the Selection Committee had completed their interviews for the Northern region Nominating Committee representative and recommended Michael Kearns, A.Sc.T. for the vacant position. The interviews for the Western region had not yet been concluded, but once interviews have been finished and the Selection Committee have deliberated, an email vote would be put forth to the Board to appoint the Western region representative. There were no further questions or concerns from the Board.

5882

Moved by Rosanna Tyrer, Seconded by Samuel Nammari and Carried.

Resolved that the Board of Directors appoints Michael Kearns, A.Sc.T. (Northern region representative) to serve on the Nominating Committee.

❖ Technology Accreditation Canada (TAC) Board Representative appointment

President Mooney explained that a team consisting of himself, Cheryl Farrow, CEO, Christopher van Dop, President-Elect and Rosanna Tyrer, Past-President had met to review the nominees put forth for the TAC Board Representative appointment. After some deliberation, they agreed that Bob van den Berg, C.E.T., would be the appropriate candidate, as he is an OACETT Past-

President, has been a member of OACETT's Nominating Committee and has been involved in the establishment of TAC. There were no further questions or concerns from the Board.

5883

Moved by Rosanna Tyrer, Seconded by Mladen Ivankovic and Carried.

Resolved that Past-President, Bob van den Berg, C.E.T. be appointed by the Board of Directors to serve as the OACETT representative on the TAC Board of Directors, for a two-year term commencing with TAC's AGM on April 18, 2024.

UPCOMING MEETINGS

- ❖ Friday April 12, 2024: 2:00 p.m. – 4:00 p.m. – Online, Virtual via MS Teams
- ❖ Saturday June 1, 2024- AGM 10:00 a.m. – 12:30 p.m. – Online, Virtual via GetQuorum/Zoom ****Please note the new date. Calendar invite has been updated.****
- ❖ Friday June 7- Sunday June 9, 2024- Meeting and Conference – In-Person – Sheraton Toronto Airport Hotel & Conference Centre: 801 Dixon Rd, Toronto, ON M9W 1J5
- ❖ Wednesday Sept. 25, 2024: 5:00 p.m. – 9:00 p.m. -- Online – MS Teams ****Please note the new date. Calendar invite has been updated.****
- ❖ Friday Nov. 22, 2024 – Saturday Nov. 23, 2024 -- In-Person (Location TBD)
- ❖ Friday Feb. 28, 2025: 1:00 p.m. – 5:00 p.m. -- Online – MS Teams
- ❖ Wednesday April 9, 2025: 5:00 p.m. – 7:00 p.m. -- Online – MS Teams ****Please note the new date. Calendar invite has been updated.****
- ❖ Saturday May 24, 2025: 10:00 a.m. – 12:30 p.m. -- Online – Virtual AGM
- ❖ Friday June 13- Sunday June 15, 2025- Meeting and Conference – In-Person – Caesars Windsor: 377 Riverside Drive East, Windsor, ON, CA N9A 7H7

Norman Sandberg shared his regrets for the April meeting. The February meeting was moved to an evening timeframe and there was a discussion about whether or not future meetings should be moved to the evenings, given the challenges for some Board members to meet during the business day. Consensus was not reached at the meeting and it was agreed that a poll would be circulated following the meeting.

NEW BUSINESS

No New Business was brought forward for discussion.

ADJOURNMENT

President Mooney made his closing remarks, thanking everybody for their participation, and declared the meeting adjourned at 8:50pm.

Email vote subsequent to the February meeting:

The Board of Directors was tasked with approving the Nominating Committee's Western regional representative, as recommended by the Selection Committee.

Discussion was opened on March 13 with movers and seconders finalized and the vote was called on March 18, with a deadline of end of day on March 19. The President announced the result on March 20.

The Board was asked to vote by email on the following motion:

5884

**Moved by Rosanna Tyrer, Seconded by Christopher van Dop and Carried.
Resolved that the Board of Directors appoints Rosemary Redgrift, C.E.T. as the Western region representative to serve on the Nominating Committee, as recommended by the Selection Committee.**

Secretary

President

ACTION ITEMS

- The President will circulate to the Board the CEO's Key Result Areas agreed as part of the CEO's annual review.
- It was agreed that information about the award winners would be circulated to the Board following the meeting.
- Approval of the following Policies and Terms of Reference will be deferred until the June Board meeting:
 - Membership Dues Policy – FAC
 - Financial Reimbursement Policy – updated -- FAC
 - Awards Subcommittee Terms of Reference – MESC
- The June meeting agenda will include an item about expectations for items coming forward for the Board's approval.
- A poll will be shared following GSPC's kick-off meeting with Endeavour, to vote on dates for the Strategic Planning Board Retreat to be held in spring or summer 2024.
- A poll will be shared to vote on meeting times (for either 1pm or 5pm start time).