

CIPHI National Executive Council Meeting
MINUTES
SATURDAY FEBRUARY 27TH 2016
8:30AM – 4:30 PM

HSBC Building 610, 10055 - 106 Street Edmonton, Alberta

NEC Members: Ann Thomas (President) , Dale Chen (BC President), Thomas Cheung (AB President), Kari Engele-Carter (SK President), Kathleen Martin (MB President), Tony Makrostergios (ON President), Douglas Walker (NB President), Sean O'Toole (NS/PEI President), Laurie Hearn (NFLD President)

Guests: Garth Gosselin (Chair BOC); Keir Cordner (Chair CoPE); Jacqueline Schnider (Secretary EHFC), Raymond Ramdayal (ON President-Elect)

#	Item	Action	Deliverables	Time	Lead
1.0	Welcome & Roll Call			8:30	Ann Thomas
2.0	Agenda & Minutes				
2.01	Agenda approval		5 minutes	8:35	Ann Thomas
2.02	Minutes approval/corrections	Approval of December 18, 2015 NEC Teleconference Minutes Motion to accept the minutes from January 16, 2016, 2015; with corrections on grammatical errors. Motion: K. Martin Second: L. Hearn All in favor: Yes. Motion Carried.		8:40	Kathleen
2.03	Assignment to Focus Groups	<ul style="list-style-type: none"> Assign participants to break out groups under agenda item 5.0 	Confirm assignments and reporting out requirements	8:45	

3.0	Annual Education Conference 2016				
3.01	Meeting with AEC Committee	AEC September 26 – 28, 2016 - Exhibitors package been sent out - Registration package to be sent out within the next month - Speakers and tours are being confirmed - Exhibitors will be set up Sunday night and Monday (at their suggestion); exhibitors will still be attending the other days		9:00-10:00	Thomas
#	Item	Action	Deliverables	Time	Lead
4.0	BOC/CoPE Policy and Regulation				
4.01	CoPE	<ul style="list-style-type: none"> Present review of CoPE Terms of Reference; Regulations and CPC Development Model as they relate to mandatory membership <p>Action Item</p> <ul style="list-style-type: none"> K. Cordner to verify reporting of individual membership / participation in CPC be shared within the organization. K. Cordner to discuss with CoPE to see if additional members are required to complete the current tasks of CoPE and additional tasks related to Mandatory Membership. A subcommittee may be formed to work on Mandatory Membership. Report back to NEC if recruit of additional members is required to facilitate a Call for volunteers. 	<i>Receive input that will guide CoPE to craft final changes to documents for subsequent approval by NEC</i> Due Date: Draft remediation process and amendments of documents for May 2016	10:15-10:45	Keir

		<p>NEC supports CoPE to draft a remediation / discipline process model with a robust, strong considered process in consultation with legal opinions.</p> <p>Discussion</p> <ul style="list-style-type: none"> - Communication will be key in this process, as there will be two sets of “rules;” – those certified prior to 2017 and those certified after 2017 - Communication will require 2 streams – for members certified prior to and after 2017. 			
4.02	BOC	<ul style="list-style-type: none"> • Present summary of BOC regulation and admin policy relevant to mandatory membership <p>Discussion</p> <ul style="list-style-type: none"> - Regulations speaks on granting the certification, but nothing regarding revoking certification - Future work may be required to look at members re-entry into practice (i.e. re-entry into practices courses?) <p>Action Item</p> <ul style="list-style-type: none"> - K. ENGELE-CARTER to investigate the MSC to allow for students to apply for membership initially through MSC. Currently assistance is needed by the Office as a certification number is required; to which Students do not have. 	<p><i>Receive input that will guide BOC to craft final changes to documents for subsequent approval by NEC</i></p> <ul style="list-style-type: none"> - <i>Based on review and discussion the current BOC roles and responsibilities does not require additional work for mandatory membership.</i> 	10:45– 11:15	Garth

5.0	Mandatory Membership Focus Groups			11:15 – 3:00	
5.01	<p>Amendment of By Laws and Policies</p> <p>Laurie, Jacqueline</p>	<ul style="list-style-type: none"> Review bylaw for changes required to enable mandatory membership Change of membership to national instead of branch Participation Definition 	<p><i>Amendments drafted for approval by NEC</i></p> <p><i>Identify if there is a need for legal opinion on amendments</i></p> <p><i>Due Date:</i> <i>60 days in advance of AGM</i></p>		
5.02	<p>Member Discipline</p> <p>Thomas, Keir, Dale</p>	<ul style="list-style-type: none"> Review Section 158 <i>Not for Profit Corporations Act</i> and <i>CIPHI Bylaw #1</i> Section 4.03 re: Discipline of Members Discuss impact of Section 4.03 on members pre and post 2017 Review adequacy of current Code of Ethics in context of discipline under section 4.03 	<p><i>Establish scope of disciplinary action enabled by the Act and Bylaw</i></p> <p><i>Identify what, if any, revisions needed to current Code of Ethics</i></p> <p><i>Identify other organizations to solicit Codes of Contact/ Ethics from</i></p> <p><i>Assign lead to action items arising from this discussion</i></p>		
#	Item	Action	Deliverables	Time	Lead
5.03	<p>Professional Conduct Complaints</p> <p>Sean, Kathleen, Raymond & Garth</p>	<p>Examples of procedures of other professional organizations:</p> <ul style="list-style-type: none"> “CLEAR” - organization that provides support for groups like CIPHI in self-regulation. Brief overview of conferences and resources (Garth) CARNA (College and Assoc of Registered Nurses AB) professional conduct summary (Garth) Health Professionals Act AB - 	<p><i>Identify other organizations with disciplinary process models that may be relevant to CIPHI</i></p> <p><i>Identify the key elements relevant to CIPHI’s scope of discipline to review other disciplinary models against</i></p> <p><i>Assign lead to action items arising from this discussion</i></p>		

		unprofessional conduct definition (Garth) <ul style="list-style-type: none"> Association Professional Engineers (APEG) Conduct Reviews (Ann) Discussion of key elements of complaint process such as: <ul style="list-style-type: none"> Internal or external publication of disciplinary action Penalties – cessation of certificate, cessation of membership, notification to employers, external publications, require further education, publication of other public media / nationally, restrict duties, probation Budget (training, per diems for public individuals) Legal costs Disciplinary Board/ Panel Model 			
#	Item	Action	Deliverables	Time	Lead
5.04	Communication Strategy Kari, Doug, Tony	<ul style="list-style-type: none"> Review provincial legislation currently requiring CPHI (C) Discuss the impact on members re: mandatory membership Discuss impact on employers re: mandatory membership 	<i>Identify key messages for members and assign a lead to develop a communication strategy</i> <i>Identify potential impacts on employers and assign a lead to develop a communication strategy</i>		
6.0	Reporting Out			3:15– 4:15	
6.01	Amendments of Bylaws and policy	Areas of by-law changes identified <ul style="list-style-type: none"> 1.04 Execution of documents needs amendments 1.05 Financial year Membership types – 			

		<ul style="list-style-type: none"> - Class A Memberships Voting, where CIPHI(C) and PDHS section to be added to note removal of the certificate... fail to comply with the CPC requirements and Code of Conduct - Life Membership; decision with respect to continued practicing members. Agree that if Life Member is still practising they would be required to participate in CPC program. - Section 3(A1) – voting and non-voting members that may not participate in CPC - 3.03 membership certificate; clarification required of the Membership certificate - 4.01 – Membership dates required to be stated; reference an NOP - 4.02 and 4.03 – very broad and reference policies, therefore may not require much amendments. Suggest addition of discipline. - 11.01 and 11.02 – updates may be required depending on the direction that will proceed. <p>Discussion</p> <ul style="list-style-type: none"> - The By-Law review will occur over a 2 year period. 2016 will be housekeeping and directly related to Mandatory Membership; 2017 will require amendments to discipline structure and arbitration 			
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		<p>as that process has not been finalized and won't be in time to present to Membership.</p> <ul style="list-style-type: none"> - Discussion with CRA may be required <p>Action Item</p> <ul style="list-style-type: none"> - Edits to By-Law need to be finalized and brought forward to membership prior to the AGM - L. HEARN: Membership updates of the By-Law to be reviewed and presented to NEC for next Teleconference 			
6.02	Member Discipline	<p>Discussion</p> <ul style="list-style-type: none"> - Section 4.03, - Expel or suspend, but does not include possible discipline option. Need to reference NOP & Guidelines, and develop those guidelines. - An NOP needs to be developed with respect to discipline, as the By-Law is very broad. - 2 sets of Code of Ethics, CPC and the one just off the website, update or create a new one. Need to have just one code of ethics <p>Action Items</p> <ul style="list-style-type: none"> - T. CHEUNG to connect with Tony Mak for development and revisions of Code of Ethics / Conduct. Due Date: April 1, 2016 - NEC to bring the Draft Code of 			

		<p>Ethics forward to membership. Final Code of Ethics to be presented in Edmonton in September during National AGM</p> <ul style="list-style-type: none"> - K. ENGELE-CARTER to update the MSC with respect to Code of Ethics changes. <p>Parking Lot Action Item</p> <ul style="list-style-type: none"> - Membership Renewal for 2017 will require Code of Ethic changes. 			
6.03	Professional Conduct Complaints	<p>Discussion</p> <p>Process</p> <ul style="list-style-type: none"> - <i>Complaint received (complaint can't be anonymous)</i> - <i>Investigation process, investigators that are trained, peer review process, validity process, public members part of the process,</i> <ul style="list-style-type: none"> o <i>Has the issue been address to the employer; is it an employer issue</i> - <i>Resolution process</i> <ul style="list-style-type: none"> o <i>Dismiss</i> o <i>Review followed by hearing</i> o <i>Remediation process</i> - <i>Appeal process (fee required)</i> - <i>External publication of disciplinary action</i> - <i>CPC model; is very self-reflective, individual professional assessment, it's not for an outside party to decide on what personal reflection on their level of competency.</i> - <i>Is there a Federal Health Profession Act that CIPHI can identify ourselves with?</i> <p>Action Items</p> <ul style="list-style-type: none"> - G. GOSSELIN to explore 3rd parties 			

		<p>that do temp legal work.</p> <ul style="list-style-type: none"> - S. O'TOOLE, K.MARTIN, G. GOSSELIN, A. THOMAS (APEC & ASTTBC) to explore monetary costs of other organizations for review process - K.MARTIN Develop the framework for Complaint process. Due Date: April 1, 2016 			
6.04	Communication Strategy	<p>Discussion</p> <ul style="list-style-type: none"> - A leaflet / newsletter to go out by May 2016 containing information Pre-2017 and Post 2017 certification - Messaging to go out via List-Serve, Branch, Schools, Members & non-Members and to Stakeholders - Another communication to go out in Fall 2016 - Active messaging to members as decisions and progress on Mandatory Membership is made. <p>Action Items</p> <ul style="list-style-type: none"> - T. MAKROSTERGIOS to send K. ENGELE-CARTER copy of communication that Ontario Branch developed - K. ENGELE-CARTER, T.MAKROSTERGIOS and D.WALKER to edit existing document for release to members. - K.MARTIN to get stakeholder contact list from K.LEEWING 			

7.0	Review of Action Items Day 1			4:15- 4:30	Ann
		Adjournment Day 1			

#	Item	Actions	Deliverables	Time	Lead
	Agenda				
	Review Day 2 Agenda			8:30	Ann
	Check in from Day 1			8:45	
8.0	Strategic Initiatives				
8.01	CIPHI By-Law Review	<ul style="list-style-type: none"> Housekeeping Review re: clarity and accuracy meeting intent of by-laws Identify other changes required <p>Action Item</p> <ul style="list-style-type: none"> L. HEARN to make edits based on discussion of review 	<p><i>Have by-law changes ratified by NEC</i></p> <p><i>60 days prior to AGM</i></p>	9:00-10:15	Laurie
8.02	CIPHI Governance Options Committee Structure and Leadership	<ul style="list-style-type: none"> Overview of current structure – Working Board vs. a Governance Board Identification of current challenges Review of other agency governance models Presentation of potential options <p><i>NEC Review of current Governance Structure–</i></p> <p><i>It is the opinion of the current NEC that the governance model as it stands is satisfactory. Changing CIPHI from a Working Board to a Governance Board is a significant change. A change to a Governance Board would require commitment and change in finances (i.e. hiring of an Executive Director). It was agreed that the revenue / financial aspect of the current model requires review</i></p>	<p><i>Receive feedback on draft options</i></p> <p><i>Identify other potential options</i></p> <p><i>Identify next steps supported by NEC</i></p>	10:30-12:00	Ann Laurie

		<p><i>(fair / equitable for Branches)</i></p> <p>Action Item: Finance committee (D. WALKER and S. O'TOOLE) to look at past 4-5 years of budget and forecast financial future of CIPHI with the current economic situation. Determine the cost of hiring an ED and report back to NEC with the viability of hiring of an ED.</p> <p>Parking Lot Action Item</p> <ul style="list-style-type: none"> - Review portfolios following the AGM each year to ensure even distribution of workload amongst NEC and allow for gaps to be filled by members at large. NEC members to work at putting call out of assistance. - Delineate the roles of the ED and the Board; then have the forecast for hiring process - Evaluate the need / requirement for future increase in membership dues to allow for hiring of an ED 			
8.03	AGM Format	<ul style="list-style-type: none"> • Presentation on potential of electronic meeting format (reference By-law 1 Section 5.07-5.08) • Review of allowing motions from floor <p>Discussion Paper: Annual General Meeting – Proposals (Motions) from the Floor dated, February 28, 2016 (included in minutes)</p> <p>Discussion</p> <ul style="list-style-type: none"> - If member wishes to propose motion, the deadline for submission would be 90 days prior to the AGM for the motion to be presented to the membership <p>Action Item: A. THOMAS to re-evaluate the Section 66</p>	<p>Receive direction from NEC re: pursue changes to AGM format Decision on taking motions from floor</p>	1:15 - 2:00	Ann

		<p>to be 90-150 days in advance of the anniversary of the last AGM to ensure no further additions to the By-Law required.</p> <p><i>Motion to accept recommendations set out in the discussion paper Annual General Meeting – Proposals (Motions) from the floor dated February 28, 2016</i></p> <p>Motion: L. HEARN Second: D. Walker Discussion: No further discussion All in Favor: Yes Opposed: None Motion Carried.</p> <p>Discussion Paper: Electronic vs. Face to Face AGM (included in minutes)</p> <ul style="list-style-type: none"> - Appetite for the electronic AGM to allow for greater participation. - Further evaluation and investigation would be required including but not limited to: <ul style="list-style-type: none"> o Accessibility o Maintaining structure of the AGM o Pre-vetting and sign in o Voting capabilities o Communication (2-way means of communication) o Contingency plan shall technology fail <p>Action Item: D. CHEN to explore options (including costs) for hosting of an electronic AGM.</p> <p>Action Item: T. CHEUNG - Explore of CIPHI sponsors that may have in-house technology that may be available for use for Electronic AGM</p>			
#	Item	Actions	Deliverables	Time	Lead
8.04	Policy Review	<i>Motion to accept the NOP #1 as circulated with</i>		2:00 –	Kari

		<p><i>amendment of Member in good standing to state member.</i></p> <p>MOTION: K. MARTIN SECOND: K. ENGELE-CARTER Discussion: No further discussion All in Favor: Yes Opposed: None Motion Carried.</p> <p>ACTION ITEM:</p> <ul style="list-style-type: none"> - K. MARTIN to make edits and send to M. LEBLANC for posting on the website. 		3:00	Dale C.
8.05	Draft Budget 2016	<p>Action Item: A. THOMAS to respond to Office that review of the year end has been completed.</p> <p>Action Item: C. BROWN to update the Budget 2016 based on Year End Values.</p>			
9.0	Next Steps				
9.01	Review of Action Items Day 2			3:15–4:00	Ann
10.0	Parking Lot – Time Permitting				
10.01	Draft NOP “Inclusion”	<p>Action Item: NEC MEMBERS - Review Draft Inclusion NOP for consideration and respond for further discussion in March 2016 meeting.</p>			Thomas
10.02	Branch Updates	<ul style="list-style-type: none"> - Defer to March 2016 meeting. 			
10.03	Conference 2017	<ul style="list-style-type: none"> - Health Canada has a conference every even year with a water focus. - Discussion that a change in the conference model may be required - A National Committee was discussed with representatives from all Branches and use of National Office for conference support. - Change the Revenue expectations at the 			

		National and Branch levels Action Item: NEC MEMBERS – Discuss the issue at the Branch level and report back at March 2016 meeting for further discussion.			
10.04	MSC Rep	K. ENGELE-CARTER has volunteered to be the MSC Representative.			
11.0	Adjournment Day 2				



NATIONAL EXECUTIVE COUNCIL
DISCUSSION PAPER

DATE: February 28, 2016

ISSUE: Annual General Meeting Format

BACKGROUND:

The Annual General Meeting (AGM) has been in held in conjunction with the Annual Educational Conference for many years. This enabled members in attendance at the conference to attend the meeting and it also enable the National Executive Council to be attend in person as they scheduled an annual face to face to meeting in conjunction with the AEC.

DISCUSSION:

The attendance at the AEC by members has been dropping which is primarily being attributed to lack of financial support from employers and an absence of other sources of funding available to members. At the 2015 AGM attendance was very low and there was just enough participants to make quorum. (50). If the AEC is held in a province where AEC attendance may be significantly lower (outside Ontario or Alberta) there may not be enough participants to hold a meeting. This is a real concern as the AGM is essential to CIPHI meeting the requirements of it's by-laws in accordance with the Not for Profit Corporations Act.

The NEC received feedback from conference participants that attendance was also affected by the AGM competing for attendance with AEC educational sessions running at the same time. There was also feedback that as the AGM for the CIPHI Branch hosting the AEC is also held during the AEC, participants were choosing to attend that over the CIPHI AGM.

There is currently no opportunity for a member to attend an AGM unless they attend the AEC or live close by to the conference venue.

OPTIONS

Bylaw #1 Section 5.07-5.08 allows for the CIPHI to hold member meetings by electronic means. There is technology available to CIPHI that could enable holding an AGM via video conferencing with a number of sites across Canada (approx. 10 sites) allowing greater numbers of members to participate in an AGM facilitated from a host site by the Chair NEC. The following tables identifies some potential pros and cons associated with the current meeting format and the use of video conferencing.

Options	Pros	Cons
Status Quo – face to face meeting held	<ul style="list-style-type: none">Requires less organization to facilitate the meeting at one site	<ul style="list-style-type: none">Restricted to members who are able to attend

during the Annual Education Conference	<ul style="list-style-type: none"> • Direct verbal and visual communication amongst participants 	<p>AEC venue</p> <ul style="list-style-type: none"> • Members miss educational sessions to attend AGM • No idea in advance if a quorum can be achieved
Videoconferencing and/or other electronic meeting access	<ul style="list-style-type: none"> • Enhanced opportunities for members to participate and be part of CIPHI. • Opportunities to rotate sites within in each province from year to year. • Participation can be confirmed in advance to ensure quorum will be met • Branch executive can gain experience in AGM protocols (appointing sergeant-at-arms/ scrutineers etc.) • Will not conflict with Branch AGM or conference workshops 	<ul style="list-style-type: none"> • May be additional costs for hooking up sites versus renting meeting room • Requires more effort by branches to help organize and facilitate a meeting site in each province

RECOMMENDATION:

1. National Executive Council discuss the option of electronic AGM meeting in 2016 with their respective Branches of CIPHI.
2. A decision be made at the March 2016 NEC meeting as to whether this option will be supported in principle and if so, assign the development of the option for implementation in 2016.

Presented by: Ann Thomas, President CIPHI	Date: Feb 28, 2016
Approved by NEC: Yes <u>X</u> No _____	Date: Feb 28, 2016
Action: Option was supported in principle at the Feb 28 th NEC meeting. Further evaluation and investigation is required. Action items attached to recommendation can be found in minutes of Feb 28 th meeting.	By: See Minutes Feb 28 th , 2016

NATIONAL EXECUTIVE COUNCIL
DISCUSSION PAPER

DATE: February 28, 2016

ISSUE: Annual General Meeting – Proposals (Motions) from the Floor

BACKGROUND:

The Not for Profit Corporations (NFPC) Act and Regulation is the enabling legislation for CIPHI. Section 163 of the Act entitles any voting member of CIPHI to submit notice of any matter that the member proposes to raise at the Annual General Meeting and then discuss at the meeting any matter they were entitled to submit a proposal for. It further sets out the obligation of CIPHI to include the proposal in the notice of meeting and enables CIPHI to set the prescribed period in which the proposal must be submitted. The prescribed period is further defined in the NFPC Regulation Section 66 to be 90-150 days in advance of the anniversary of the last AGM.

CIPHI has been compliant with the regulation in regards to any proposal that involves making, amending or repealing a by-law. The prescribed period before the AGM by which a proposal involving by-law change must be received by CIPHI has been set in CIPHI National Operating Policy #10. However, at the CIPHI Annual General Meeting it has been the practice to accept proposals, in the form of a resolution or motion, from voting members in attendance at the meeting.

DISCUSSION:

In addition to being in contravention of the enabling legislation the practice of accepting motions from the floor has increasingly drawn criticism from the membership and the Board. The concerns that have been raised include:

- Only members in attendance at the meeting have an opportunity to hear the proposal.
- The proposals are almost exclusively in the form of a motion and when a vote is called only the members present have an opportunity to vote. (Does not allow for proxy votes to be included)
- Provinces are not equally represented at the AGM (the province where it is held may have the most members in attendance) and this may unfairly sway the vote.
- There is limited time for fulsome explanation and discussion of the proposal which may result in a proposal not being given due consideration and being defeated.
- Proposals may direct the activities of the Board and the Board should be given adequate time to consider the matter and present an informed response to the membership before it goes to a vote.

RECOMMENDATIONS:

1. CIPHI should bring its practice on receiving proposals from members into compliance with the Not for Profit Corporations Act and Regulation.

2. CIPHI should reflect this change of practice in a National Operating policy.
3. Membership should be informed of the prescribed period for receipt of approvals prior to the 2016 AGM.

Presented by: Ann Thomas, President CIPHI	Date: Feb 28, 2016
Approved: Yes <u>X</u> No _____	Date: Feb 28, 2016
Action: Option was supported in principle at the Feb 28 th NEC meeting. Further evaluation and investigation is required. Action items attached to recommendation can be found in minutes of Feb 28 th meeting.	By: See Minutes Feb 28 th , 2016

