

Minutes

Present

N. Thick, Chair
J. Armitage
T. Crowder
S. Douglas
R. Dunn
S. Eaton
D. Edwards
T. Fukushima
K. Gartshore
Z. Hamza
T. Hands

M. Hogard
C. Hourigan
A. Jahangir
R. Kaur
M. Krauter
S. Larmour
R. Lastimoso Jr.
S. Leduc
M. MacDougall
D. May
I. McKinnon

E. Mutia
I. McKinnon
L. Poonasamy
F. Osime
M. E. Renwick
J. Petersen
M. Sabourin
M. Sheculski
P. Sullivan-Taylor
D. Thompson

Regrets

P. Ankamah

A. Arkell

N. Hillier

Guest

B. MacKenzie

Staff

V. Adetoye
F. Garvey
J. Hofbauer, Recorder

C. Gora
E. Horlock
B. Knowles
K. McCarthy

S. Mills
A. M. Shin
C. Timmings

Land Acknowledgement

N. Thick shared a Land Acknowledgment.

Agenda

N. Thick noted that the agenda that had been circulated was amended with the addition of a closed session at 2:00 p.m.

Motion 1

Moved by F. Osime, seconded by A. Jahangir,

That the agenda for the Council meeting of June 8, 2022, be approved as amended.

CARRIED.

Motion for closure

Council received a recommendation for a closed session.

Motion 2

Moved by S. Larmour, seconded by R. Lastimoso Jr.,

That the Council meeting be closed at 2:00 p.m. on Wednesday, June 8, 2022, under Section 7(2)d of the *Health Professions Procedural Code* because personnel matters will be considered, and

that, in accordance with Section 7(3) of the *Health Professions Procedural Code*, Council orders that materials presented as part of the closed session not be made public.

CARRIED

Minutes

The minutes of the Council meeting of March 3, 2022, had been circulated.

Motion 3

Moved by M. Hogard, seconded by D. May,

That the minutes of the Council meeting of March 3, 2022, be approved as circulated.

CARRIED

Confidential minutes

Minutes of the closed session had been circulated to Council.

Motion 4

Moved by A. Jahangir, seconded by M. Hogard,

That the minutes of the closed Council session on March 3, 2022, be approved as circulated.

CARRIED

2021 Annual Report

CNO's 2021 Annual Report "*Strengthening the System*" had been circulated to Council. C. Timmings provided highlights of the Annual Report, focusing on how CNO addressed the needs of the health care system in 2022.

N. Thick noted that while the Annual Report is an operational accountability, Council approves it for submission to the Minister of Health.

Motion 5

Moved by D. Thompson, seconded by D. Edwards,

That Council approve the 2021 Annual Report: *Strengthening the System*, for submission to Minister of Health.

CARRIED

Audited Financial Statements

Council had received the audited financial statements for the year ended December 31, 2021.

S. Mills informed Council that the Finance Committee met on May 19th, reviewed the audited financial statements, and that the committee is recommending that Council approve the statements. He introduced B. MacKenzie from Hilborn, LLP CNO's auditors.

B. MacKenzie highlighted the purpose of the audit and the role of the parties involved. He confirmed the independence of the auditor.

B. Mackenzie reported that the Finance Committee met twice with the auditors to fulfill its functions. Both meetings included a discussion without staff to allow for frank discussion and for either party to raise concerns.

Council was informed that, while the audit was conducted virtually, neither the sufficiency of the audit nor the quality of the evidence was reduced in any way from previous audits.

B. MacKenzie highlighted the audited financial statements. He noted that CNO ended the year with unrestricted net assets (accumulated surplus) of \$35.3M.

He confirmed that the auditors believe that the statements fairly represent CNO's financial position and operations for the year ended 2021.

Motion 6

Moved by J. Petersen, seconded by Z. Hamza,

That the audited financial statements for the year ended December 31, 2021, be approved.

CARRIED

N. Thick expressed appreciation to B. MacKenzie. He left the meeting.

Strategic Plan 2021-2024 Update

N. Thick noted that developing and monitoring the strategic plan is a joint Council and staff accountability. C. Timmings provided an overview and update on implementation of the strategic plan.

Council provided input on information that would be helpful in monitoring the implementation of the plan. C. Timmings noted that in September Council will receive a consolidated road map for achieving the plan to support ongoing monitoring.

Statutory Committee Annual Reports

The statutory committee annual reports were provided to Council. N. Thick highlighted the important role of statutory committees in meeting CNO's public protection mandate and thanked them for their contribution to public safety.

Executive Director Update

C. Timmings updated Council on the following:

- The Pandemic and Emergency Preparedness Act, 2022, resulting changes to the *Regulated Health Professions Act*, and CNO's ability to meet the new legislative requirements
- Changes to provincial legislation to include new diagnostic tools related to the scope of practice for Nurse Practitioners
- Work being undertaken as part of the Canadian Nurse Regulator Collaborative
- The awarding of the National Council of State Boards of Nursing R. Louise McManus award to CNO's previous Executive Director and CEO, Anne Coghlan, for her sustained and significant contribution to regulation and
- Plans for re-opening of CNO's building to visitors and for a hybrid Council meeting in September (those who wish, joining in person).

Executive Committee meeting

Council members had received minutes of the Executive Committee meeting of May 19, 2022. N. Thick highlighted the Executive's discussion about integrating diversity, equity and inclusion into the Council evaluation.

Finance Committee Report

Council members had received the report of the Finance Committee meeting of May 19, 2022. N. Thick highlighted the report, noting that some outcomes of the meeting are being addressed separately.

Unaudited Financial Statements

Council members had received the unaudited financial statements for the three months ended March 31, 2022. N. Thick highlighted that the result of operations for the quarter was an operating surplus of \$323,000, which is \$1.2M more than the budgeted deficit of \$885,000. She noted that the Finance Committee is recommending Council's approval of the financial statements.

Motion 7

Moved by P. Sullivan-Taylor, seconded by R. Kaur,

That Council approve the unaudited financial statements for the three-months ended March 31, 2022.

CARRIED

Auditor for 2022

N. Thick noted that the Finance Committee is recommending that Hilborn LLP be appointed as CNO's auditor for 2022.

Motion 8

Moved by S. Leduc, seconded by S. Larmour,

That Hilborn LLP be appointed as CNO's auditors for 2022.

CARRIED

Terms of reference – Finance Committee

The Finance Committee reviews its terms of reference biennially.

Council members had received a briefing and the amendments to the Finance Committee Terms recommended by the Finance Committee. N. Thick highlighted the changes, including to the membership structure of the committee.

Motion 9

Moved by T. Crowder, seconded by R. Lastimosa Jr.,

That the proposed revised Terms of Reference for the Finance Committee, as they appear in attachment 1 to the decision note, be approved.

CARRIED

Terms of reference - Sub-Committee on Compensation

The Sub-Committee on Compensation reviews its terms of reference biennially. Any recommendations for change are reviewed by the Finance Committee. Council members had received a briefing and the proposed editorial amendments to the Sub-Committee's Terms recommended by the Finance Committee

Motion 10

Moved by M. Hogard, seconded by R. Dunn,

That the proposed revised Terms of Reference for the Sub-Committee on Compensation, as they appear in attachment 1 to the decision note, be approved.

CARRIED

Finance Committee Members

Council received the Nominating Committee's recommendations for the Council members to be appointed to the Finance Committee. N. Thick confirmed that the members recommended align with the new membership set out in the revised Finance Committee Terms of Reference.

Motion 11

Moved by R. Kaur, seconded by J. Petersen,

That N. Hillier, RPN, F. Osime, public member and M. Sheculski, public member be appointed to the 2022-2023 Finance Committee.

CARRIED

Conduct Committee

Council had received a briefing. N. Thick informed Council that appointment of the members of the Conduct Committee will be deferred to Council in September and that a call for volunteers will be sent to all Council members.

By-law re. Nominating Committee

Council received a recommendation from the Nominating Committee that specific by-law provisions related to the committee's quorum be removed.

It was noted that, at the next meeting, Council will be making decisions about the members of the 2022-2023 Nominating Committee. It was flagged that it would be helpful to have background on the Nominating Committee, including its relationship to Council's governance vision, its role and the competencies needed for its membership

In advance of voting, N. Thick reminded Council that a 2/3 majority is required to approve a by-law.

Motion 12

Moved by A. Jahangir, seconded by M. E. Renwick,

That Council revoke Article 24.03 of By-Law No. 1, which establishes the quorum for the Nominating Committee.

CARRIED

Closed Session

Council held a closed session under Section 7(2)d of the *Health Professions Procedural Code*: "personnel matters or property acquisitions will be discussed".

Next meeting

Council will meet again on September 28 and 29, 2022.

Conclusion

At 3:30 p.m., on completion of the agenda, Council concluded the meeting on consent.

Chair