
**Minutes of a Meeting of the Board of Directors
of the College of Immigration and Citizenship Consultants**

Held at 1:00 PM, PT, Thursday, March 21, 2024
At Hotel Grand Pacific, Victoria, BC and via Zoom

Board of Directors:

Stan Belevici, RCIC (Chair)
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
Jessica Freeman, Director, Communications and Stakeholder Relations
Cathy Pappas, Director, Registration
Joyce Chow Ng, Controller*
Fiona Damani, Assistant Controller*
Victoria Rumble, Corporate Secretary

Nithiya Paheerathan, Coordinator, Board Administration and Recording Secretary

Ministerial Observer:

Peter Christensen, Assistant Director, Admissibility, Immigration, Refugees and Citizenship Canada

*(Via Teleconference)

1. WELCOME AND INTRODUCTORY REMARKS

Quorum

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

- a) Land Acknowledgement
The Chair acknowledged the land on which they gathered was part of traditional territories of many nations covered by 70 treaties and other agreements. He expressed gratitude to those who cared for these territories over time.
- b) Introductions
The Chair welcomed all members and guests and introduced those in attendance. With the consent of the meeting, Nithiya Paheerathan acted as Recording Secretary.
- c) Conflict of Interest Declaration
The Chair asked for declarations of conflict of interest regarding agenda items. None declared.

2. APPROVAL OF AGENDA

The Chair called for a motion to approve the meeting agenda as presented. Ben Rempel requested that Agenda Development be added as Item#16 for discussion.

Moved by Ben Rempel, seconded by Jennifer Henry:

BE IT RESOLVED THAT the Agenda for the meeting, as amended, be and is hereby approved.

CARRIED

3. APPROVAL OF THE CONSENT AGENDA

The Chair referred to the Consent agenda distributed in advance of the meeting. The Chair asked for a motion to approve the 3 items contained therein noting an amendment to the minutes of the Board meeting of November 30, 2023.

Moved by Tim D'Souza, seconded by Richard Dennis:

BE IT RESOLVED THAT the 3 items contained in the Consent agenda, be and are hereby approved:

- a) Minutes of Board meeting of November 30, 2023, (as amended)
- b) Report of the Governance and Nominating Committee,
- c) Report of the Finance and Audit Committee.

CARRIED

4. DISCUSSION - PROGRESS UPDATE FOR STRATEGIC PLAN 2023-2025

The Chair called upon John Murray, President & CEO, to report.

John Murray provided an update on the Strategic Plan initiatives approved in June of 2023. He reported four initiatives had been completed and the progress made on others. He advised that the Enterprise Management System launch was postponed. He confirmed the College was progressing towards completion of all 21 initiatives within the 3-year time frame.

The Chair thanked John Murray for his report.

5. DISCUSSION – UPDATE ON COLLEGE ACT REGULATIONS AND COLLEGE BY-LAWS

The Chair called upon John Murray, President & CEO, to report.

John Murray highlighted the hierarchical nature of regulatory frameworks, where authority flows from enabling statutes to subordinate regulations and by-laws.

He stated that for many professional self-regulatory organizations at the provincial level, comprehensive by-laws are established to fully articulate the governance structure, regulatory requirements, processes governing the organization and its licensees. These by-laws derive their authority from and must conform with an enabling statute and regulations.

He stated as a federal organization, the College Act provides the necessary mandate and authority for the College to regulate the profession in the public interest.

John Murray advised that it was crucial for the College By-laws to be drafted to closely align with the College Act Regulations to avoid any gaps in the College's regulatory regime that would put the public interest at risk.

Many areas covered in the By-Laws overlap with the Regulations. He indicated that management has a good understanding of the direction the Regulations are headed, and work on drafting the by-laws is already underway. While the final timetable is far from certain, IRCC anticipates that the College Act Regulations will become effective in mid-2025. He indicated that the by-laws will be ready for implementation immediately thereafter.

John Murray reported the final size and composition of the College Board, will be determined by the Minister. He commented that the process developed by IRCC for selecting appointed directors allows little opportunity for the College to provide input on desired skills sets.

The Chair thanked John Murray for his report.

6. REVIEW OF BOARD OF DIRECTORS AND COMMITTEE WORKPLANS AND TRANSITION OF AD-HOC COMMITTEE

The Chair called upon Ben Rempel, Chair of the Governance and Nominating Committee (GNC), to report.

Ben Rempel reported that at the February 13, 2024 meeting, the Committee discussed the Ad Hoc Committee for the CEO Performance Review.

The Committee noted that an annual review of the performance of the CEO is the continued responsibility of the Board of Directors for which a process should be formalized. He reported that an Ad-Hoc Committee was struck to conduct the performance review for fiscal 2023, and the Board thanks Tim D'Souza for Chairing the Committee.

He stated that as the need for this Committee continues, GNC considered 2 options,

- the CEO performance review be added to the Terms of Reference as a responsibility of the GNC or
- that the Ad-Hoc Committee be re-constituted as a standing committee of the Board.

After a discussion, the Committee agreed to propose that the Ad-Hoc CEO Performance Review be constituted as a standing Committee of the Board.

Moved by Ben Rempel, seconded by Jennifer Henry:

BE IT RESOLVED THAT:

1. The current Ad-Hoc committee of the Board struck to conduct the 2023 performance review of the CEO should be re-constituted as a Standing Committee of the Board to include goal setting, succession planning, and CEO compensation; and
2. GNC be and is hereby authorized and directed to prepare draft Terms of Reference for the proposed Standing Committee for Board review and approval.

CARRIED

Stan Belevici stated that in accordance with the Terms of Reference for both GNC and FAC, annual workplans are to be presented to the Board by the Committee Chair. He called upon Ben Rempel, Chair of the Governance and Nominating Committee (GNC), to report.

Ben Rempel reported the GNC workplan was reviewed at the February 13, 2024 meeting. He advised that the proposed workplan continues with the adoption of a policy governance model with requirements encapsulated in eight categories based on the GNC Terms of Reference that the Board approved in June of 2022.

He stated that this document remains a living document as there are dependencies that will only be resolved when the forthcoming regulations are introduced. He commented that changes may also occur upon the finalization of proposed changes to the Terms of Reference which the Committee will submit at a future Board meeting.

The Chair called upon Tim D'Souza, Chair of the Finance and Audit Committee (FAC), to report.

Tim D'Souza reported the proposed Finance and Audit Committee workplan reviewed at the February 15, 2024 meeting also remains a living document as there are dependencies that will only be resolved when the forthcoming regulations are introduced.

Upon review of the FAC Terms of Reference by the Committee, there is a proposed change that if approved by the Board the workplan will be updated accordingly.

The Chair called upon Victoria Rumble, Corporate Secretary to report.

She referred to the proposed Board of Directors workplan. She reported items from both GNC and FAC Workplans had been incorporated as well as items that the Board of Directors are directly accountable. The Chair commented that some items are contingent on when the Regulations are finalized.

The Chair thanked Ben Rempel, Tim D'Souza and Victoria Rumble for their respective reports.

7. DISCUSSION – DIVERSITY, EQUITY AND INCLUSION (DEI)

The Chair called upon John Murray, President & CEO, and Cathy Pappas, Director, Registration to present.

John Murray introduced Cathy Pappas who presented on the Diversity, Equity and Inclusion (DEI) Committee of the Council on Licensure, Enforcement and Regulation (CLEAR), of which she is a member. She reported that the committee, formed 2 years ago, had developed a mission statement, strategic plan, and 3-year plan to guide its initiatives. She reported that the DEI committee had formed 4 working groups, with over 50 members. She stated that CLEAR holds an annual winter symposium in January and regular meetings in September to discuss education and other initiatives.

The Chair thanked Cathy Pappas for her report.

8. APPROVAL OF COLLEGE GOVERNANCE POLICY

The Chair called upon Ben Rempel, Chair of the Governance and Nominating Committee (GNC), to report.

Ben Rempel reported that at the GNC meeting of February 13th, 2024 the Committee considered and is recommending Board approval of the draft Policy Development Policy. He advised that as the College transitions to a College Act-based regime, much of the College's governance and regulatory structure will be documented in College Policies. He stated that Governance Policies speak to the Board operations and general governance matters of the College and its corporate relationship with licensees, and Public Interest

Policies speak to the College's relationship with licensees as their regulator and the College's relationship with the general public, including public awareness initiatives.

The draft Policy was developed to document the formal procedures implemented by the College for development, periodic review and cataloguing of College Policies. The Board requested three changes to the policy:

- make reference to the need to develop and maintain a policy inventory,
- include reference that the Board can initiate a policy change in Section 3.2, and
- amend the frequency of GNC policy review to every 3 years.

Moved by Ben Rempel, seconded by Jyoti Singh:

BE IT RESOLVED THAT the draft Policy Development Policy in substantially the form presented be and is hereby approved as amended with immediate effect.

CARRIED

The Chair thanked Ben Rempel for his report.

9. DISCUSSION – POST BOARD MEETING SURVEYS

The Chair called upon Victoria Rumble, Corporate Secretary, to report.

Victoria Rumble referred to the post board surveys circulated in advance of the meeting. She reported that included were:

- June 8^t, 2023 Winnipeg meeting with the CAPIC conference
- September 28, 2023, Edmonton meeting with the licensee reception
- November 30, 2023 Ottawa Annual General Meeting

She commented that the surveys demonstrated increasingly positive results. Director feedback reflected satisfaction with licensee sessions and receptions.

The Board emphasized the importance of enabling Directors to provide feedback they felt should be addressed through the survey. Victoria Rumble confirmed that each section of the survey included an area for Director to submit feedback and suggestions, which they were encouraged to utilize.

The Chair thanked Victoria Rumble for her report.

10. DISCUSSION – BOARD OF DIRECTORS EDUCATION PLAN FOR 2024

The Chair called upon Ben Rempel, Chair of the Governance and Nominating Committee (GNC), to report.

Ben Rempel provided an update on the proposed board education plan that was discussed at the November 30, 2024 board meeting. He explained that the plan consists of three main sections: Governance, Canadian Immigration Ecosystem and Regulation. The sessions under each section were designed to support the Board in their governance role as a regulator.

He noted that an education session is scheduled to proceed every quarterly Board meeting. A scheduled session may be adjusted should a need arise such as developing industry issues. Suggestions made included education on a board portal, and the development of knowledge and skills to support more effective and efficient committee operations.

The Chair thanked Ben Rempel for his report.

11. DISCUSSION - ICRO QUARTERLY REPORT

The Chair called upon Russ Harrington, Chief Operating Officer, to report.

Russ Harrington referenced the recommendations made by the Independent Complaints Review Officer had made to improve the handling of complaints by the College. He provided an update on the complaint files closed by the College which totaled 327 across various stages including intake, early resolution, investigations and Complaints Committee. Russ Harrington noted that the report reflects positively on the College's work in managing complaints. The Directors suggested providing yearly or quarterly progression of complaint statistics rather than cumulative totals.

The Chair thanked Russ Harrington for his report.

12. DISCUSSION - REGISTER OF DIRECTORS

The Chair called upon Victoria Rumble, Corporate Secretary, to report.

Victoria Rumble reported that one of the responsibilities of a Corporate Secretary is to produce an annual Book of Record for the organization. She advised that this record includes several components such as copies of minutes, a listing of all resolutions passed by the Board and reports upon which the Board relied on when approving the resolutions. Another important component is a Register of Directors which includes the name, address and signatures of all directors who served during the time frame of each book of record. She confirmed that the register of directors will be kept as a confidential corporate record that will not be made available to the public. She stated that she will be distributing a master copy to all directors for their completion and signature at the termination of the meeting.

The Chair thanked Victoria Rumble for her report.

13. REVIEW OF FINANCIAL RESULTS FOR PERIOD ENDED DECEMBER 31, 2023

The Chair called upon Tim D'Souza, Chair, Finance and Audit Committee (FAC), to report.

Tim D'Souza provided an update from the Finance and Audit Committee meeting held on February 15, 2024. He reported that the Committee discussed the financial results for the two quarters ending December 31, 2023, the financial health of the organization and projected results for the full year. He reported on the revenue, expenses and the budget for the year. He advised that the overall financial position of the College is strong. Tim D'Souza reported that upon receipt of clarity to be provided by the Regulations on the Compensation Funds, the Committee will update the reserve policy and the investment policy to ensure net assets are at reasonable levels and that the funds are earmarked for suitable purposes.

The Chair thanked Tim D'Souza for his report.

14. APPROVAL OF AMMENDMENTS TO THE NEW-LICENSEE MENTORING PROGRAM POLICY

The Chair called upon Ben Rempel, Chair of the Governance and Nominating Committee (GNC), to report.

Ben Rempel reported that at the GNC Meeting of February 13, 2024, the Committee reviewed proposed amendments to the New Licensee Mentoring Program Policy approved by the Board on June 8, 2023. He advised that the proposed changes have been listed on the memo included in the documents. He stated

that the Committee reviewed the changes and recommends approval to the Board of Directors. There were questions posed by the directors and management responded.

Moved by Ben Rempel, seconded by Normand Beaudry:

BE IT RESOLVED THAT the New-Licensee Mentoring Program Policy (formerly the New-Licensee Mentoring (Supervised Practice Stream) Policy), in substantially the form presented, be and is hereby approved with immediate effect.

CARRIED

15. DISCUSSION – FRAUD PREVENTION MONTH

The Chair called upon Jessica Freeman, Director, Communications and Stakeholder Relations to report.

Jessica Freeman stated the College is a member of the Fraud Prevention Forum and participates in Fraud Prevention Month activities every year which takes place annually in March. She stated she will give a more comprehensive update with firm metrics at the next board meeting.

She stated that the Canadian Anti-Fraud Centre indicated an increase in recent fraud reports. She advised that the general themes from the discussions were:

- low awareness about immigration consultants and the College among the public
- fraud is prevalent in the industry and requires a public awareness campaign
- there are some shortcomings in identifying fraudulent behaviour and its impact due to a lack of quantifiable information,
- identification of the Public Register as a vital source of valuable and verifiable information for those embarking on the immigration journey is vital.

She informed that there are domestic and international campaigns operating to create awareness.

The Chair thanked Jessica Freeman for her report.

16. DISCUSSION – AGENDA ITEMS

The Chair called upon Ben Rempel, Chair, GNC to report.

Ben Rempel acknowledged the Board's interest in having more input into the agenda for board meetings. He commended Victoria Rumble noting that the agenda items had been improving with each subsequent meeting. He emphasized the importance of establishing mechanisms to channel more input from the Board into the agenda formation process. He invited suggestions from the board on how to achieve this.

One suggestion was an in-camera session at the start of each board meeting to provide an opportunity for Board of Directors to share thoughts or ideas for discussion. Also suggested was to allow time to discuss items that may arise post agenda development.

Ben Rempel acknowledged the value of incorporating these mechanisms to enhance the Board's ability to shape the agenda and ensure all relevant topics are given due consideration during the meeting.

17. NEXT MEETING AND TERMINATION

The next meeting of the Board of Directors will be held in-person and via Zoom on June 20, 2024, in Toronto, Ontario. The Board meeting will be followed by the Research Symposium Gala Dinner on June 20, 2024 and sessions on June 21, 2024 and June 22, 2024.

MEETING CLOSED TO THE PUBLIC (IN-CAMERA SESSION)

18. TERMINATION

Moved by Normand Beaudry, seconded by Richard Dennis:

BE IT RESOLVED THAT the meeting be and is hereby terminated at 4:04 PM PT.

CARRIED

Stan Belevici, RCIC
Chair

Nithiya Paheerathan
Recording Secretary

Summary of Resolutions and Actions Discussed

Record of Resolutions

Resolution	Agenda Item	Topic	Motion
1	Agenda	RESOLVED THAT the Agenda for the meeting, as amended, be and is hereby approved.	1
2	Consent Agenda	RESOLVED THAT the 3 items contained in the Consent agenda, be and are hereby approved: <ol style="list-style-type: none"> 1. Minutes of Board meeting of November 30, 2023, 2. Report of the Governance and Nominating Committee, 3. Report of the Finance and Audit Committee. 	2
6	Transition of Ad-Hoc Committee	RESOLVED THAT <ol style="list-style-type: none"> 1. The current Ad-Hoc committee of the Board struck to conduct the 2023 performance review of the CEO should be re-constituted as a Standing Committee of the Board to include goal setting, succession planning, and CEO compensation; and 2. GNC be and is hereby authorized and directed to prepare draft Terms of Reference for the proposed Standing Committee for Board review and approval. 	3
9	College Governance Policy	RESOLVED THAT the draft Policy Development Policy in substantially the form presented be and is hereby approved as amended with immediate effect.	4
14	Amendments to the New-Licensee Mentoring Program Policy	RESOLVED THAT the New-Licensee Mentoring Program Policy (formerly the New-Licensee Mentoring (Supervised Practice Stream) Policy), in substantially the form presented, be and is hereby approved with immediate effect.	
17	Board meeting move in camera	RESOLVED THAT the Board meeting move in-camera.	5
18	Board Motions passed in camera be moved to the open session and the Board resume in open session	RESOLVED THAT <ol style="list-style-type: none"> 1. To close the in-camera session and, 2. Move the meeting into open session. 	6
19	Termination	RESOLVED THAT the meeting be and is hereby terminated at 4:04 PM PT.	7