BOARD OF DIRECTORS

MEETING MATERIALS FOR

JUNE 20, 2024

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Board of Directors Meeting
Thursday June 20, 2024 at 12:30 PM ET
Delta Hotels by Marriott Toronto Airport & Conference Centre, Toronto, ON and via Zoom

Board of Directors
Stan Belevici, RCIC-IRB (Chair)
John Burke, RCIC (Vice-Chair)
Marty Baram, RCIC
Normand Beaudry
Tim D'Souza
Richard Dennis, RCIC
Jennifer Henry
Ben Rempel
Jyoti Singh

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

Management
John Murray, President & CEO
Russ Harrington, Chief Operating Officer
Jessica Freeman, Director, Communications and Stakeholder Relations
Laura Halbert, Director, Professional Conduct
Cathy Pappas, Director, Registration
Beata Pawlowska, Director, Professional Standards, Research, Education & Policy
Joyce Chow Ng, Controller
Fiona Damani, Assistant Controller
Victoria Rumble, Corporate Secretary

Recording Secretary
Nithiya Paheerathan, Coordinator, Board Administration

Guest
Phil Buckley, Change with Confidence Inc.

		PROPOSED AGENDA		
#	Time	Topic	Presenter	A/D
01	12:30 pm 5 mins	Welcome and Introductory Remarks a) Call to Order b) Land Acknowledgement c) Introductions d) Conflict of Interest/Confidentiality	Stan Belevici John Murray	Discussion
02	12:35 pm 1 min	Approval of Proposed Agenda	Stan Belevici	Approval (motion)
03	12:36 pm 2 mins	Approval of Consent Agenda Tab A Minutes of Board meeting of March 21, 2024 Tab B Report of the Governance and Nominating Committee Tab C Report of the Finance and Audit Committee Tab D Asset Depreciation Threshold and Disposal Policy	Stan Belevici	Approval (motion)

Governance				
04	12:38 pm 12 mins	Report of the Chair	Stan Belevici	Discussion
05	12:50 pm 10 mins	ICRO Quarterly Report Tab E Independent Complaints Review Officer Quarterly Report as at March 31, 2024 and Response from the College	Laura Halbert	Discussion
06	1:00 pm 20 mins	Strategic Plan 2023-2025 – Progress Update	Phil Buckley	Discussion
07	1:20 pm 15 mins	College Act and Regulations - Update	John Murray	Discussion
08	1:35 pm 20 mins	Review College By-law Development Process Tab F College By-law Development Process	Stan Belevici John Murray	Discussion
09	1:55 pm 15 mins	Board Committee Terms of Reference Tab G Finance and Audit Committee Terms of Reference Tab H Governance and Nominating Committee Terms of Reference Tab I CEO Performance Review and Evaluation Committee Terms of Reference • Board Committee TOR Comparison	Victoria Rumble John Murray	Approval (motion)
Break (10 mins)				
Sustainability				
10	2:20 pm 15 mins	Review of Financial Results for Period ended March 31, 2024 Tab J Summarized Financial Report for FY2024 Q3 Tab K Financial Report for FY2024 Q3 Forecast	Tim D'Souza	Discussion
11	2:35 pm 30 mins	Draft Operating and Capital Budget for Fiscal 2025 Tab L College of Immigration and Citizenship Budget for Fiscal year ending June 30, 2025	Tim D'Souza	Approval (motion)
12	3:05 pm 10 mins	Auditor Engagement and Remuneration Tab M Management Representation Letter Tab N Auditor Engagement and Remuneration	Tim D'Souza	Discussion Approval (motion)

Professional Standards and Compliance				
13	3:15 pm 15 mins	Review of College Licensee Policies Tab O Revised Eligibility to Obtain Class L3 RCIC-IRB Unrestricted Practice Policy Tab P Revised Research Policy	Cathy Pappas Beata Pawlowska	Approval (motion)
Unauthorized Practitioners (UAPs)				
14	3:30 pm 15 mins	Fraud Prevention Month	Jessica Freeman	Discussion
General Information				
15	3:45 pm 5 mins	Next meeting of the Board of Directors Date: Thursday September 26, 2024 Location: Halifax, Nova Scotia	Stan Belevici	Discussion
In Camera Session - Meeting Closed to the public				
16	4:05 pm	Termination	Stan Belevici	Approval (motion)

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 8t, 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 Faud 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: 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** 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** 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

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MEMORANDUM

To: **Board of Directors**

From: **Ben Rempel**
Chair, Governance and Nominating Committee

Re: **Consent Agenda Item – Report of the Governance and Nominating Committee**

Date: **June 20, 2024**

Summary:
The Governance and Nominating Committee (GNC) met on the following dates:

- May 7, 2024
- May 21, 2024
- June 3, 2024

Requested Action:
This memorandum is for the information of Directors only. Specific GNC proposals requiring Board approval are included on the Board meeting Agenda under items 9 and 13.

Discussion/Analysis:
The following topics were discussed during the GNC meetings, dates as identified above:

College By-Law Development Process:
The Committee reviewed the modified Preliminary By-law Framework which identified those items that require board approval only and those that may require additional government approval. The Committee decided to proceed with drafting the proposed By-Laws over the summer months with the view of having new College By-Laws prepared and approved in time to have the same effective date as the regulations.

Review of Governance and Nominating Committee Workplan:
The Committee decided to defer the review of the Board and Committee Member Compensation policy scheduled for May 7, 2024, dividing the review into 2 parts. The revising of language for a subsequent meeting and the consideration of an external review, to the fall of 2024.

Role of the College Board – CPD Course:
The Committee discussed the proposed development of a CPD course to address a gap in the educational needs of licensees on the role of the College as a regulator. The Committee asked management to review the proposal and report at a future meeting of the Committee.

Annual Review of Terms of Reference:
The Committee discussed proposed revisions to the Terms of Reference for the Governance and Nominating Committee and the Finance and Audit Committee and recommended a motion for Board discussion at the meeting of the Board scheduled for June 20, 2024.

The Committee reviewed the proposed Terms of Reference for the CEO Performance Review and Evaluation Committee and recommended a motion for approval be presented to the Board at the next meeting scheduled for June 20, 2024.

Draft Proposed By-Laws:
The Committee reviewed the proposed draft By-Laws 1, 2, 3, 4, and 6 and provided input to management. The Committee determined that the drafts had been revised and developed sufficient to be brought to the full Board for further input.

Review of College Licensee Policies:
Revised Eligibility to Obtain Class L3 Licence RCIC-IRB Unrestricted Practice Policy
The Committee reviewed the proposed changes to the Eligibility to Obtain Class L3 Licence RCIC-IRB Unrestricted Practice Policy and recommend a motion for approval be presented to the Board at the next meeting scheduled for June 20, 2024.

Revised Research Policy
The Committee reviewed the Revised Research Policy and recommended a motion for approval be presented to the Board at the next meeting scheduled for June 20, 2024.

References:
Tab O – Revised Eligibility to Obtain Class L3 Licence RCIC-IRB Unrestricted Practice Policy
Tab P – Revised Research Policy

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MEMORANDUM

To: **Board of Directors**

From: **Tim D'Souza**
Chair, Finance and Audit Committee

Re: **Consent Agenda item – Report of the Finance and Audit Committee**

Date: **June 20, 2024**

Summary:
The Finance and Audit Committee (FAC) met on May 16, 2024. Among other topics, FAC discussed the audit plan, auditor remuneration, the year-to-date financial results and expected financial performance through the balance of the year. FAC also discussed the budget for the coming year. FAC members appreciate the hard work done by Management developing and delivering useful presentations and responding to questions. FAC approved the audit plan, the auditor remuneration and endorsed the proposed budget – recommending it for approval by the Board.

Requested Action:
This memorandum is for the information of Directors only.

Discussion/Analysis:
The following topics were discussed during the FAC meeting on May 16, 2024:

Consent Agenda:

- The compliance statement indicated that there were no areas of non-compliance. FAC accepted this report as presented.
- Investment Results for the period ending March 31, 2024 show returns consistent with expectations. No concerns with the investment results were noted and FAC accepted the results as tabled.
- Banking Arrangements – the banking arrangements tabled are those that have been in place for several years. No concerns with the current banking arrangements were noted by FAC. No changes were requested by Management. FAC accepted the Banking Arrangements as tabled.
- Asset Depreciation Threshold and Disposal policy – FAC had no concerns with the proposed revisions to this policy and accepted the revisions and updated policy as tabled.
- Expense Report Summaries of the Chair of the Board of Directors and the Chief Executive Officer – FAC members had no concerns with the summaries as presented.

Discussion Regarding Auditor:
Management updated FAC on the merger of Goodman Mintz, LLP and Grant Thornton, LLP and the impact to the audit of the College. FAC members asked a couple of clarifying questions – and Management provided useful information in response.

Presentation of Annual Audit Plan:
FAC reviewed the audit plan presented by the external auditor. The plan outlined the scope, objectives and methodology for conducting the upcoming annual audit. The committee discussed a change to the proposed materiality with the auditor. The auditor suggested a materiality threshold of 3% - and FAC suggested this be revised down closer to the historical level (of 1.5%) and inline with what other non-profits have as their levels of materiality (2% - 2.5%. For more information, see the "Recommend Auditor Remuneration" section below.

Review Engagement Letter:
FAC reviewed the engagement letter provided by the external auditor. They examined the respective responsibilities of the auditor and the College. FAC members had no concerns with the Engagement Letter as presented.

Recommend Auditor Remuneration:
FAC reviewed the fee proposed by the auditor ($50K) which was based on the materiality level of 3%. As noted in the "Presentation of the Audit Plan" section above, the committee requested that the auditor reduced the materiality threshold at 2.5% and submit a revised fee proposal if necessary.

Subsequent to the FAC meeting and in response to FAC's request, the Auditor revised the Audit Plan incorporating a materiality of 2.5%. There was no change to the proposed fee of $50,000 from the adjustment in materiality. After reviewing the updated audit plan and fee proposal, FAC approved an electronic resolution recommending that the Board of Directors approve the auditor's remuneration.

FAC Development:
The auditor walked through a presentation aimed at providing some baseline information to FAC members on their role as FAC members. Management thanked the auditor for the presentation.

Review of Year-to-Date Financial Results & Forecast:
FAC heard details from Management on the year-to-date financial results for the period ending March 31, 2024. Management highlighted key drivers of the variance between actual and budgeted results. FAC members also heard details on Management's projections for the full year. FAC noted that the projections implied some significant spending in the remaining months and asked Management about the feasibility of the projected spending. Management assured FAC members that the projected spending was in line with current expectations and that it was on track to spend the amounts outlined in the Forecast.

Review of the Draft Budget for Fiscal 2025:
FAC reviewed the draft budget presented by the Management team. During the review process the committee posed several questions and sought clarification from Management. Management responded to these questions. FAC noted that prior year Budget and Forecast estimates of net income were often lower than actual values – typically from lower than expected spending. This led to the accumulation of surpluses and large pool of accumulated net assets on the Balance Sheet. Given this, FAC asked Management to confirm its comfort level with the tabled budget estimates. Management indicated the tabled estimates represent its best view of anticipated and needed expenditures. The Committee thanked Management for the comprehensive review of the budget and passed a motion recommending to the Board of Directors that it approve the budget as tabled.

Risk Register:
The FAC Chair indicated to members that the discussion of the Risk Register and how it is expected to evolve will be moved to a future meeting of the Committee.

References:
Tab J - Summarized Financial Report for FY2024 Q3
Tab K - Financial Report for FY2024 Q3 Forecast
Tab L – College of Immigration and Citizenship – Budget for Fiscal year ending June 30, 2025

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MEMORANDUM

To: **Finance and Audit Committee**

From: **Tim D'Souza**
Chair, Finance and Audit Committee

Re: **Consent Agenda Item – Asset Depreciation Threshold and Disposal Policy**

Date: **June 20, 2024**

Summary:
The Asset Depreciation Threshold and Disposal Policy is presented for approval by the Board of Directors.

Requested Action:

THAT: the amended Asset Depreciation Threshold and Disposal Policy in substantially the form attached hereto, be and is hereby approved with immediate effect.

Discussion/Analysis:
At the Finance and Audit Committee (FAC) meeting of May 16, 2024, Management presented the amended Asset Depreciation Threshold and Disposal Policy for review and recommendation. The Committee approved the policy and is recommending approval by the Board of Directors.

The existing lease agreement of the Burlington office is expiring end of November 2024. The new lease agreement is signed with the term of lease for 5 years. The life expectancy of Furniture and Leasehold Improvement is proposed to change from 10 years to 5 years which is a reasonable approach for amortizing these assets moving forward. This recommendation is supported by our auditors.

In addition, the asset class listing is revised to reflect the needs of the College. The proposed revisions are:

- Computer equipment renamed to Computer and IT equipment
- Information and communication technology equipment to be removed
  - Currently nil net asset value
  - Capital items purchased in future are to be grouped under Computer and IT equipment or Office equipment
- Tradeshow material to be removed
  - Currently nil net asset value
  - Capital items purchased in future are to be grouped under Computer and IT equipment or Office equipment

Attachments:
Appendix A - Amended Asset Depreciation Threshold and Disposal Policy – Blacklined
Appendix B - Amended Asset Depreciation Threshold and Disposal Policy - Clean

Appendix A

ASSET DEPRECIATION THRESHOLD AND DISPOSAL POLICY

GUIDING DOCUMENT(S): By-law 2021-2, s.75.1 Asset Disposal Form	**DOCUMENT TYPE:** Internal Operational
ADMINISTRATOR(S): Finance, Corporate Services	**DOCUMENT NUMBER:** CS/CEO/POL/PRO/003/02~~1~~
EFFECTIVE DATE: ~~June~~ June 20, 2023~~3~~4	**REVISION DATE** ~~N/A~~June 20, 2024

PURPOSE

To govern the depreciation threshold of capital assets and their disposal when assets are no longer required by the organization.

APPLICATION AND SCOPE

This policy applies to all capital assets with a value equal to or greater than $1,000.

DEFINITIONS

"Amortized" ~~:~~ means the cost of an asset ~~to~~ gradually reduced ~~the cost of an asset~~ over a period of time.

"Capital Asset" ~~:~~ means an item of value whose usefulness is expected to exceed 1 year or more.

"Life Expectancy" ~~:~~ means an estimate of how long an asset is reasonably expected to remain functional.

GENERAL POLICY REQUIREMENTS

1. Asset Classes and Depreciation

1.1 All capital assets have a useful life expectancy during which time it is expected the asset will remain functional. This life expectancy varies by asset class The following is a list of asset classes and their indicated life expectancy.

Asset Class	Life Expectancy
Computer and IT equipment~~equipment~~	3 years
Computer software	2 years
Office equipment	3 years
Furniture	~~10~~5 years
Leasehold improvement~~s~~	~~10~~5 years
~~Information and communication technology equipment~~	~~7 years~~
~~Tradeshow material~~	~~5 years~~

2. Asset Disposal

2.1 Assets no longer functioning may be disposed. Assets with storage or memory capabilities must be sanitized and free of any data prior to disposal.

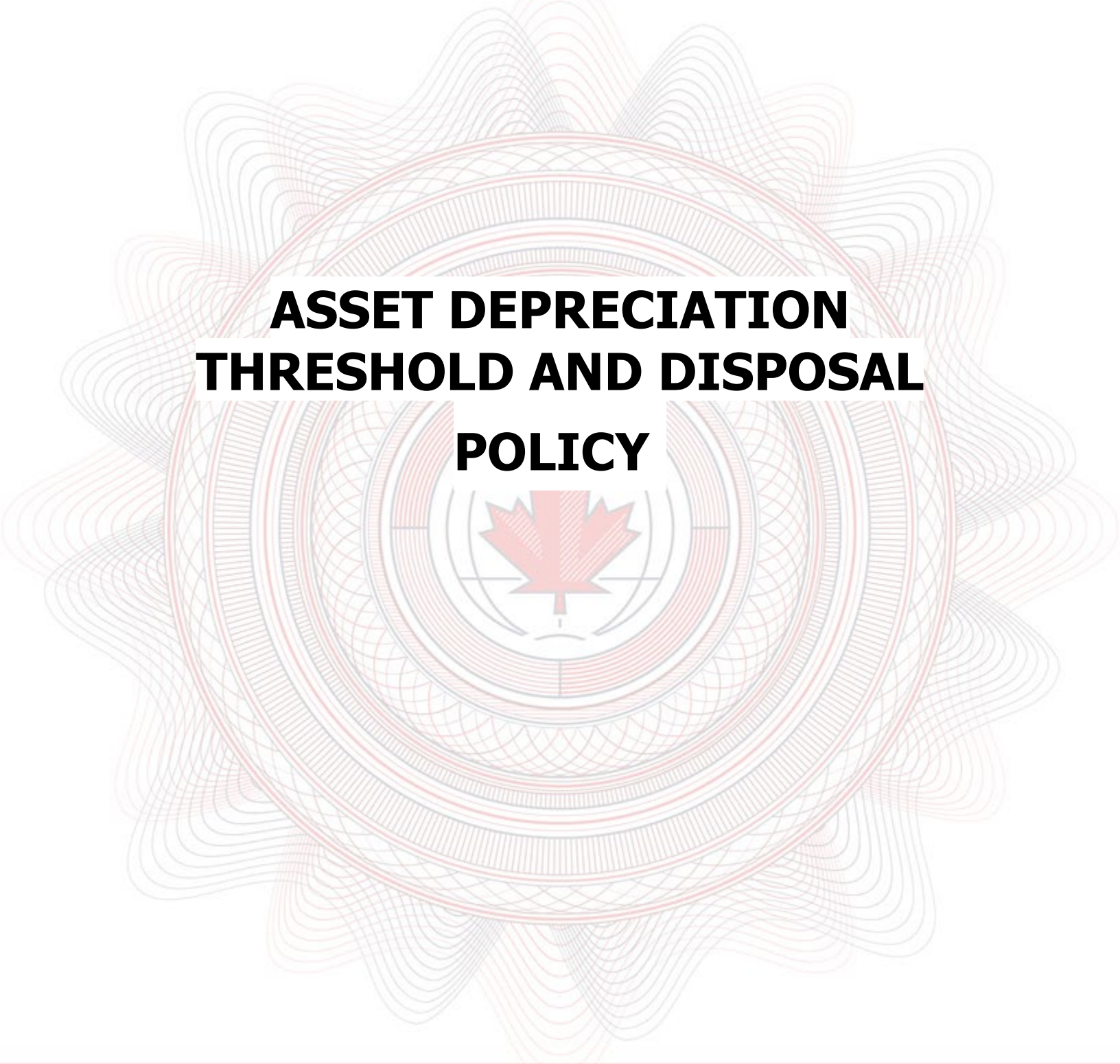
2.2 If an asset no longer is required by the organization, and there is value remaining, the asset may be sold.

~~3~~ 3. Policy Administration

~~3.1~~ 3.1 Disposal of equipment is approved by the CEO and President, COO or Controller. Capital asset lifecycles are depreciated based on the class in which it resides.

~~3.2~~ 3.2 The disposal of assets is in accordance with~~to~~ Generally Accepted Accounting Principles.

Appendix B



ASSET DEPRECIATION THRESHOLD AND DISPOSAL POLICY

Version: 2024
To be approved by the Board of Directors June 20, 2024

GUIDING DOCUMENT(S): By-law 2021-2, s.75.1 Asset Disposal Form	**DOCUMENT TYPE:** Internal Operational
ADMINISTRATOR(S): Finance, Corporate Services	**DOCUMENT NUMBER:** CS/CEO/POL/PRO/003/02
EFFECTIVE DATE: June 20, 2024	**REVISION DATE** June 20, 2024

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Amortized – means the cost of an asset gradually reduced over a period of time.

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GENERAL POLICY REQUIREMENTS

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Independent Complaints Review Officer's QUARTERLY REPORT February 1, 2024 to March 31, 2024

April 22, 2024

Introduction

This is the quarterly report required by Section 5.2 of the Independent Complaints Review Officer ("ICRO") Regulation:

5.2 The ICRO shall report to the Council[1] every quarter of the calendar year:

(a) statistics that include the number of requests for reviews received in each quarter, the number of reviews concluded in each quarter, the number of reviews still active at the end of each quarter, and the general outcomes of the concluded reviews;

(b) a summary of the disposition of the reviews concluded by the ICRO in each quarter, including a summary of any matters referred to the Council, and the reasons for that referral; and

(c) an assessment of the Council's handling of complaints, including any trends or concerns, and recommendations regarding improvement of those processes.

This quarterly report ("Report"), covering the period from February 1, 2024 to March 31, 2024 ("Period"), has been completed for April 22, 2024, in time for the Council to review for its next Board meeting.

As required, this Report is divided into a General Statistics, a Summary of Disposition of Reviews by ICRO, Assessment of the Handling of Complaints by the College, and Recommendations.

[1] Any references to the Council, and associated terminology, are to be read as references to the College, including the Complaints Committee.

Mandate of the ICRO

On receiving a request for review of a complaint that was not referred to Discipline, the ICRO reviews the College's handling of the complaint to determine if there was any procedural unfairness or any errors in fact or in law. Reviews are expected to be completed within 30 days of the ICRO's receipt of the request for review.

The mandate of the ICRO is set out under section 27 of the By-law, which states in part:

> 27.3
> The ICRO may only review the fairness of the procedure used by the Council or the Complaints Committee to handle the complaint. The ICRO's review will be guided by the accepted principles in the rules and By-laws related to the Complaints and Discipline process. The ICRO cannot review the actual merits of any particular complaint.
>
> 27.4
> The ICRO will either accept that the procedures were fair or refer the complaint back to the Complaints Committee with a recommendation for further action. During the review, if the ICRO receives fresh information the ICRO considers significant, they may refer that information back to the Complaints Committee for further consideration. Where a matter is referred back to the Complaints Committee the ICRO will direct whether the matter must be considered by a different panel than that which first reviewed the complaint.

An important part of the role of the ICRO is recommendations to the College on how to improve its handling of complaints, including the fairness and transparency of its complaint procedure and process.

General Statistics

The rise in the numbers of requests for review from August 2023 to the end of January 2024 (covered in the last two Quarterly Reports) appears to have subsided. The statistics for the months of February and March 2024 ("Current Period") is more in line with the historical statistics for requests for review received per quarter since I stated in this ICRO role.

Requests for Review Received	Reviews Concluded[2]	Active Reviews
1	**3**	**0**

[2] Two of the completed reviews were received towards the end of the Prior Period (October 1, 2023 to January 31, 2024) covered by the Prior Report: CD.2023.571 (received January 15, 2024) and CD.2023.635 (received January 30, 2024).

ICRO decisions are expected to be rendered within 30 days receipt of a request for review, and the three reviews concluded in this period met that timeframe. The two outstanding requests for review from the end of January 2024 were completed, as was the one new request for review received in the Current Period.

General Outcome of Reviews Concluded

In conducting a review, the ICRO may either (i) accept that there was procedural fairness and no errors in fact or in law in the way the complaint was handled; or (ii) refer the complaint back to the Complaints Committee with a recommendation for further action.

Three requests for review were concluded during this Current Period. All three decisions confirmed that the procedures were fair, with no errors of fact and law in the way the complaint was handled, though one was referred back to the College simply to answer two identified questions. Some recommendations were also made to assist in improving the College's handling of complaints.

Summary of Disposition of Reviews by ICRO

The following is a summary of the disposition of the reviews conducted:

1. **College File No:** CD.2023.571
   Review Received by ICRO: January 15, 2024
   Matter Closed by ICRO: February 14, 2024

   Disposition: The decision of the College was confirmed. There were no findings of procedural unfairness, or errors in fact or in law, in the way that the complaint was handled.

2. **College File No:** CD.2023.635
   Review Received by ICRO: January 30, 2024
   Matter Closed by ICRO: February 29, 2024

   Disposition:
   The decision of the College was confirmed. There were no findings of procedural unfairness, or errors in fact or in law, in the way that the complaint was handled.

3. **College File No:** CD.2022.090
   Review Received by ICRO: February 7, 2024
   Decision Issued by ICRO: March 13, 2024

Disposition:
The decision of the College was confirmed. There were no findings of procedural unfairness, or errors in fact or in law, in the way that the complaint was handled. Nonetheless, the Complaint was sent back to the College simply to provide answers to the Complainant on two identified questions.

Assessment of the Handling of Complaints by College and Recommendations

Three (3) reviews were completed during the Current Period covered by this Report. I found no procedural unfairness, or errors in fact or in law, in the way that the complaint was handled.

The recommendations that were made during the Current Period echoed earlier concerns about communications between the College and complainants. I am aware that the College has taken steps to ameliorate these concerns, and focused on that fact.

As such, during the Current Period, the ICRO recommendations that were made to the College were all in the nature of encouraging the College to continue steps that it had already taken to improve its handling of complaints, such as:

a. The prompt acknowledgement of complaints, with accompanying information to complainants that will help to manage their expectations, including information about timelines, about parallel steps or civil remedies that they can take at the same time as lodging their complaint with the College;

b. Improving communications with complainants, to assist them to better understand what the College can do, and what it cannot do:

c. Providing all complainants with a complaint portal through which they can independently check the status of their complaints; and

d. Expediting the identification of UAPs upfront in the intake process.

Conclusion

The College protects the public by (a) establishing and administering qualification standards, standards of practice and continuing education requirements for licensees; (b) ensuring compliance with the code of professional conduct; and (c) undertaking public awareness activities.

An important aspect of the College's role in regulating immigration and citizenship consultants in the public interest is the complaints process against individual licensees. The College relies on the public and individual complainants to make complaints about licensees

who fail to comply with their code of professional conduct, including when they fall below competence standards.

Through the request for review process, the ICRO holds the College accountable for ensuring that complaint handling procedures used by the College are fair, without errors in fact or in law. The ICRO decisions are thus made in the spirit of increasing public confidence in the College and the fulfilment of its regulatory mandate.

Through communications with the College's leadership team, the ICRO is aware that the College has taken significant steps to improve its complaint handling process and be accountable for the College's regulatory mandate to act in the public interest and protect the public. Through these Quarterly Reports, the ICRO will continue to monitor the College's complaints handling processes and provide recommendations, as needed.

Dated this 22nd day of April 2024.

Independent Complaints Review Officer

Lai-King Hum (she/her/elle), ICRO

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MEMORANDUM

To: **Board of Directors**

From: **John Murray**
President & CEO

Re: **Agenda Item 8 – Review College By-law Development Process**

Date: **June 20, 2024**

Summary:
The Board of Directors is requested to review the revised College By-law Framework and provide guidance on issues identified by College staff.

Requested Action:
For the information of Board of Directors. No action required.

Discussion/Analysis:
As discussed at the March 21, 2024, Board of Directors Meeting, IRCC, in consultation with the College, has completed all Policy Intent and Drafting Instructions documents and the federal Department of Justice (DOJ) has begun drafting the College Act Regulations (Regulations). As of April 23, 2024, IRCC advises that target date for "pre-publication" of the draft Regulations for public comment is now "late Fall 2024" with a target effective date of "Summer 2025." The target effective date for the detailed College By-laws (By-laws) should coincide, to the extent possible, with the effective date of the Regulations.

Working with the Governance and Nominating Committee (GNC), College staff and outside counsel have begun to draft the detailed College By-laws (By-laws) that, together with the Regulations, will establish post-transition College governance and the go-forward regulatory regime for licensees.

Preliminary draft By-laws in a number of areas have been presented to GNC for review and discussion and GNC has provided recommendations regarding proposed changes in direction from the College's current regulatory and governance regimes in a number of areas. These issues and recommendations will be presented to the Board for further input.

Background:
By-law drafting/approval process: Section 80 of the College Act grants the College authority to make By-laws in 26 discrete topic areas. In most cases, By-laws made pursuant to this authority will require only Board approval.

Section 81 of the College Act sets out 24 topic areas which the federal government is authorized to address through Regulations. Subsection 81(2) allows the Regulations to "delegate" responsibility for making Regulations in certain areas "to the By-laws." Information provided by IRCC also indicates that a number of other Regulations will also delegate provisions in other topic areas, in whole or in part, to be dealt with in the By-laws.

However, where this delegation occurs, those particular By-laws may be deemed to be Regulations. Similarly, the *Statutory Instruments Act* (Canada) also deems certain By-laws to be Regulations notwithstanding the College Act's characterization of them as "by-laws." This means that certain of the By-laws will require additional DOJ review and government approval before they can become effective.

As a practical matter, College staff have elected to provide draft By-laws to the DOJ for review, rather than "drafting instructions." This allows the College to "hold the pen" and ensure that the By-laws accurately reflect College terminology and regulatory intent. This approach may also shorten the time required for approval and allow GNC and Directors greater visibility into the process as it unfolds. College staff have begun drafting the By-laws for GNC review with an initial focus on those which are less likely to be impacted by the final Regulations. Staff will proceed with drafting of the remaining By-laws as the content of the Regulations becomes more available.

Revised College By-law Framework: The division of regulatory authority between by-laws and regulations set out in sections 80 and 81 of the College Act includes a number of areas of significant overlap. In the absence of the Regulations and given that their actual wording may impact the form and content of associated By-laws, GNC has amended the preliminary By-law framework to reflect the apportioning of By-law topics between those which may require only Board approval, and those which will likely require some, as-of-yet-undetermined, level of additional government approval(s). This revised College By-law Framework is as follows:

By-laws likely requiring only Board Approval:

By-law 1 – By-laws Generally and Definitions
By-law 2 – Organization and Corporate Provisions
By-law 3 – Fees and Licensing
By-law 4 – Licensees
By-law 5 – Firms
By-law 6 – Conflict of Interest for Directors, Officers and Committee Members

By-laws likely requiring DOJ/government approval:

By-law 7 – [Powers of the Registrar]
By-law 8 – [Compliance Audits/Quality Assurance]
By-law 9 – [Committees]
By-law 10 – [Complaints Committee/Complaints and Discipline]
By-law 11 – [Compensation Fund]
By-law 12 – [Use and Protection of Confidential Information]

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MEMORANDUM

To: **Board of Directors**

From: **Ben Rempel**
Chair, Governance and Nominating Committee

Re: **Agenda Item 9 – Board Committee Terms of Reference – Finance and Audit Committee Terms of Reference**

Date: **June 20, 2024**

Summary:
The proposed revised Terms of reference of the Finance and Audit Committee (FAC)is presented for approval by the Board of Directors.

Requested Action:

THAT: the revised FAC Terms of Reference, in substantially the form attached hereto, be and is hereby approved with immediate effect.

Discussion/Analysis:
At the February 15, 2024, FAC meeting, the Committee proposed two changes to the Terms of Reference (TOR). The first is an amendment in the section, Duties and Responsibilities - Risk and Uncertainty.

The Terms of Reference approved May 18, 2022, states:

a) *Review with management the College's risk management framework, reporting to the board on any significant financial risks;*

The amendment being proposed is to include enterprise-wide risk to read:

a) *Review with management the College's risk management framework, reporting and monitoring enterprise-wide risk across strategic, financial, operational, legislative/regulatory dimensions;*

A second proposed amendment is the removal of the following under the section, Composition:

The Committee can appoint ad hoc nonvoting members to the Committee, as required, to assist in fulfilling its purpose.

A third proposed amendment is the addition of *Board Chair* the following under the section,

Composition:
The CEO *or Board Chair* shall delegate a recording secretary who shall take minutes and assist in coordinating meetings and materials for the Committee and Sub-Committees if any.

Attachments:
Appendix A – Finance and Audit Committee Terms of Reference – Blacklined
Appendix B – Finance and Audit Committee Terms of Reference

Appendix A

FINANCE AND AUDIT COMMITTEE
Terms of Reference

Version: 2024-001 Last Modified: February 15, 2024 Approved: ~~May 7, 2024~~

~~P~~urpose

To oversee and monitor ~~The Finance and Audit Committee (FAC) is responsible for overseeing and monitoring~~ all significant aspects of the financial management of the College, providing support to ~~the Board~~ make any recommendations to the Board of Directors as it executes its oversight function.

Duties and Responsibilities

~~To fulfill its responsibilities the Committee shall:~~The following are the responsibilities and duties of the Finance and Audit Committee.

1. Financial Reporting:

a) Review the College's quarterly financial statements, as prepared by management;
b) Review the annual audit plan, annual audited financial statements and the annual Management Representation Letter and Engagement Letter provided to the Auditor and report thereon to the Board before such statements are approved by the Board.
c) Receive from the Auditor reports pertaining to – and meet with the Auditor, as necessary, to discuss:
    a. their audit of the annual financial statements and their Independence Letter to determine that no management restrictions have been placed on the scope and extent of the audit examination by the Auditor or the reporting of their findings to the Committee;
    b. their assessment of the control environment and a report on any significant deviations or indications/detection of fraud and the corrective activity undertaken in respect thereto;
d) Recommend to the Board the appointment of the Auditor, review the performance of the Auditor at least annually and recommend to the Board the remuneration and the terms of engagement of the Auditor;

2. Budgeting and Financial Management:

a) Review the financial position and financial performance, of the College to ensure that appropriate and timely information concerning the College's financial position and performance is presented to the Board;
b) Receive from management and review the College's operating and capital budgets to ensure that they are appropriate to fulfill the mandate of the College;

c) Review banking arrangements, signing authorities and cash management controls as needed to ensure that they are appropriate to the needs of the College.

3. Investment Monitoring:

a) Establish an investment policy for approval by the Board;
b) Review the investment policy at least annually and recommend any necessary amendments to the Board;
c) Monitor investment transactions and results on a quarterly basis according to the investment policy and report quarterly on such investments to the Board.

4. Risk and U~~U~~ncertainty:

a) Review with management the College's risk management framework, reporting and monitoring enterprise-wide risk across strategic, financial, operational, legislative/regulatory dimensions;~~to the board on any significant financial risks;~~
b) Gain reasonable assurance that financial risk is being effectively managed in accordance with the risk management framework; and
c) Annually receive and review a report from management on the adequacy of insurance coverage maintained by the College.

5. Internal Control and Information Systems:

a) Review and obtain reasonable assurance that the internal control and information systems management has put in place are operating effectively to produce accurate, appropriate and timely management and financial information;
b) At the request of the President & CEO, Chair of the Board, Chair of FAC or the Chair of the Governance and Nominating Committee (GNC), undertake investigations and other actions in relation to any suspected material non-compliance with accounting, internal control or auditing standards and report on such matters to the Board;
c) The Committee shall periodically review the expense reports of the Chair of the Board and the President & CEO (CEO) for the fiscal year just ended and report on compliance with College expense policies.

6. Compliance with Laws and Regulations:

a) Review regular reports (Statutory Declarations and/or Compliance Certificates) from management with respect to the College's compliance with laws and regulations having a material impact on the financial statements including tax and financial reporting laws and regulations; legal withholding requirements; other laws and regulations which expose the members of the Board to liability;

7. Other Responsibilities:

- Investigate any matters that in the Committee's discretion, fall within the Committee's duties.

Authority, Decision-making and Reporting

1. The Committee has the authority required to carry out the functions set out in the "Duties and Responsibilities".

2. The Committee shall develop an annual Work Plan responsive to its responsibilities as set out in these Terms of Reference. It will be presented to the Board by the Committee Chair.

3. The Committee shall report its recommendations to the Board of Directors through written reports.

4. The Committee shall fulfill its responsibilities within the context of the following principles:

   a) Committee members will act in accordance with applicable Board policies.
   b) Committee members are expected to communicate among themselves in a direct, open and professional manner.

5. Decisions will be made by consensus unless consensus cannot be reached in which case decisions will be made by a majority vote.

~~5.~~6. Committee decisions will be made in accordance with the following principles of good governance:

   a) Openness in decision-making and actions;
   b) Integrity based on honesty and objectivity; and
   c) Accountability for stewardship and performance.

Composition

The Committee shall consist of a minimum of three (3) and a maximum of five (5) members.

a) The Committee Chair, Committee Vice-Chair, and Committee members shall be nominated by the Governance and Nominating Committee and approved by the Board.
b) The Chair, Vice-Chair and voting members shall be members of the Board. ~~The Committee may, from time to time, invite guests to attend meetings.~~
c) In the absence of the Committee Chair at any meeting or process of the Committee, the Vice- Chair shall assume the duties of the Chair.
d) Any member of the Committee or Sub-Committee can be designated by the Chair or the Vice-Chair as the Chair of any meeting.
e. ~~The Committee can appoint ad hoc nonvoting members to the Committee, as required, to assist in fulfilling its purpose.~~ The Committee may, from time to time, invite guests to attend meetings.

The Board Chair is entitled to attend and speak at all meetings but shall not be entitled to vote unless appointed as a member of the Committee.

The ~~CEO~~ President & Chief Executive Officer (CEO) is entitled to attend and speak at every meeting of the Committee but shall not be entitled to vote.

The CEO or Board Chair shall delegate a recording secretary who shall take minutes and assist in coordinating meetings and materials for the Committee and Sub-Committees if any.

~~**In the absence of the Committee Chair at any meeting or process of the Committee, the Vice- Chair shall assume the duties of the Chair. Any member of the Committee or Sub-Committee can be designated by the Chair or the Vice-Chair as the Chair of any meeting.**~~

Competencies

Committee Members

- Knowledge of College of Immigration and Citizenship Consultants Act and all associated Regulations
- Knowledge of College structure, policies and culture (including its mission, vision, values, strategic plan, governance structure, role of staff and committees, programs and services)
- Experience in and understanding of financial accounting, financial reporting and Canadian GAAP/international financial reporting standards applicable to not-for-profit corporations
- Experience in risk management frameworks and their reporting.
- (Strongly preferred) Be a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province."

Committee Chair

- An understanding of corporate governance, typically acquired in a senior management role or as a corporate director; experience supported by recognized training in this area.
- Previous experience as a Director of a public-interest entity or a medium or large non-profit organization.

Meeting Aarrangements

Meeting Agendas

The recording secretary will develop meeting agendas and supporting materials in consultation with the Committee Chair, other Board Ceommittees and management.

Meeting Materials

The recording secretary will ensure that all meeting materials are posted and distributed to Committee members five (5) business days in advance of meeting dates. However, special consideration may be given to urgent matters.

The minutes of each meeting of the Committee shall be provided to each Committee ~~member~~ Chair within five (5) business days from the meeting date.

Frequency, Calling of Committee Meetings and Quorum

The Committee shall meet as required by its annual Work Plan. Meetings shall be held at the call of the Committee Chair or at the request of the CEO or two (2) members of the Committee.

Quorum shall be a majority of the voting members of the Committee. Each voting member will be entitled to one (1) vote and the Committee Chair will not have a second or casting vote in the case of an equality of votes. A tied vote is a failed vote.

In Camera Meetings:
Committee members may, at their discretion, meet in a private session without staff members present, in accordance with applicable College governance policies.

Review

The Committee shall annually review these Terms of Reference, its Workplan and assess its own effectiveness in terms of ability to fulfill its purpose.

Effective Date

These Terms of Reference were approved by the Board of Directors on **June 20, 2024**, and are effective as of **June 20, 2024**.

Timothy D'Souza **Chair – Finance and Audit Committee**	**Stan Belevici** **Chair – Board of Directors**

Appendix B

FINANCE AND AUDIT COMMITTEE
Terms of Reference

Version: 2024-001 Last Modified: February 15, 2024 Approved:

Purpose

To oversee and monitor all significant aspects of the financial management of the College, providing support to make any recommendations to the Board of Directors as it executes its oversight function.

Duties and Responsibilities

The following are the responsibilities and duties of the Finance and Audit Committee.

1. Financial Reporting:

a) Review the College's quarterly financial statements, as prepared by management;
b) Review the annual audit plan, annual audited financial statements and the annual Management Representation Letter and Engagement Letter provided to the Auditor and report thereon to the Board before such statements are approved by the Board.
c) Receive from the Auditor reports pertaining to – and meet with the Auditor, as necessary, to discuss:
    a. their audit of the annual financial statements and their Independence Letter to determine that no management restrictions have been placed on the scope and extent of the audit examination by the Auditor or the reporting of their findings to the Committee;
    b. their assessment of the control environment and a report on any significant deviations or indications/detection of fraud and the corrective activity undertaken in respect thereto;
d) Recommend to the Board the appointment of the Auditor, review the performance of the Auditor at least annually and recommend to the Board the remuneration and the terms of engagement of the Auditor;

2. Budgeting and Financial Management:

a) Review the financial position and financial performance, of the College to ensure that appropriate and timely information concerning the College's financial position and

performance is presented to the Board;

b) Receive from management and review the College's operating and capital budgets to ensure that they are appropriate to fulfill the mandate of the College;

c) Review banking arrangements, signing authorities and cash management controls as needed to ensure that they are appropriate to the needs of the College.

3. Investment Monitoring:

a) Establish an investment policy for approval by the Board;
b) Review the investment policy at least annually and recommend any necessary amendments to the Board;
c) Monitor investment transactions and results on a quarterly basis according to the investment policy and report quarterly on such investments to the Board.

4. Risk and Uncertainty:

a) Review with management the College's risk management framework, reporting and monitoring enterprise-wide risk across strategic, financial, operational, legislative/regulatory dimensions;
b) Gain reasonable assurance that financial risk is being effectively managed in accordance with the risk management framework; and
c) Annually receive and review a report from management on the adequacy of insurance coverage maintained by the College.

5. Internal Control and Information Systems:

a) Review and obtain reasonable assurance that the internal control and information systems management has put in place are operating effectively to produce accurate, appropriate and timely management and financial information;
b) At the request of the President & CEO, Chair of the Board, Chair of FAC or the Chair of the Governance and Nominating Committee (GNC), undertake investigations and other actions in relation to any suspected material non-compliance with accounting, internal control or auditing standards and report on such matters to the Board;
c) The Committee shall periodically review the expense reports of the Chair of the Board and the President & CEO (CEO) for the fiscal year just ended and report on compliance with College expense policies.

6. Compliance with Laws and Regulations:

a) Review regular reports (Statutory Declarations and/or Compliance Certificates) from management with respect to the College's compliance with laws and regulations having a material impact on the financial statements including tax and financial reporting laws and regulations; legal withholding requirements; other laws and regulations which expose the members of the Board to liability;

7. Other Responsibilities:

- Investigate any matters that in the Committee's discretion, fall within the Committee's duties.

Authority, Decision-making and Reporting

1. The Committee has the authority required to carry out the functions set out in the "Duties and Responsibilities".

2. The Committee shall develop an annual Work Plan responsive to its responsibilities as set out in these Terms of Reference. It will be presented to the Board by the Committee Chair.

3. The Committee shall report its recommendations to the Board of Directors through written reports.

4. The Committee shall fulfill its responsibilities within the context of the following principles:

   a) Committee members will act in accordance with applicable Board policies.
   b) Committee members are expected to communicate among themselves in a direct, open and professional manner.

5. Decisions will be made by consensus unless consensus cannot be reached in which case decisions will be made by a majority vote.

6. Committee decisions will be made in accordance with the following principles of good governance:

   a) Openness in decision-making and actions;
   b) Integrity based on honesty and objectivity; and
   c) Accountability for stewardship and performance.

Composition

The Committee shall consist of a minimum of three (3) and a maximum of five (5) members.

a) The Committee Chair, Committee Vice-Chair, and Committee members shall be nominated by the Governance and Nominating Committee and approved by the Board.
b) The Chair, Vice-Chair and voting members shall be members of the Board.
c) In the absence of the Committee Chair at any meeting or process of the Committee, the Vice- Chair shall assume the duties of the Chair.
d) Any member of the Committee or Sub-Committee can be designated by the Chair or the Vice-Chair as the Chair of any meeting.
e) The Committee may, from time to time, invite guests to attend meetings.

The Board Chair is entitled to attend and speak at all meetings but shall not be entitled to vote unless appointed as a member of the Committee.

The President & Chief Executive Officer (CEO) is entitled to attend and speak at every meeting of the Committee but shall not be entitled to vote.

The CEO or Board Chair shall delegate a recording secretary who shall take minutes and assist in coordinating meetings and materials for the Committee and Sub-Committees if any.

Competencies

Committee Members

- Knowledge of College of Immigration and Citizenship Consultants Act and all associated Regulations
- Knowledge of College structure, policies and culture (including its mission, vision, values, strategic plan, governance structure, role of staff and committees, programs and services)
- Experience in and understanding of financial accounting, financial reporting and Canadian GAAP/international financial reporting standards applicable to not-for-profit corporations
- Experience in risk management frameworks and their reporting.
- (Strongly preferred) Be a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province."

Committee Chair

- An understanding of corporate governance, typically acquired in a senior management role or as a corporate director; experience supported by recognized training in this area.
- Previous experience as a Director of a public-interest entity or a medium or large non-profit organization.

Meeting Arrangements

Meeting Agendas

The recording secretary will develop meeting agendas and supporting materials in consultation with the Committee Chair, other Board Committees and management.

Meeting Materials

The recording secretary will ensure that all meeting materials are posted and distributed to Committee members five (5) business days in advance of meeting dates. However, special consideration may be given to urgent matters.

The minutes of each meeting of the Committee shall be provided to each Committee Chair within five (5) business days from the meeting date.

Frequency, Calling of Committee Meetings and Quorum

The Committee shall meet as required by its annual Work Plan. Meetings shall be held at the call of the Committee Chair or at the request of the CEO or two (2) members of the Committee.

Quorum shall be a majority of the voting members of the Committee. Each voting member will be entitled to one (1) vote and the Committee Chair will not have a second or casting vote in the case of an equality of votes. A tied vote is a failed vote.

In Camera Meetings:
Committee members may, at their discretion, meet in a private session without staff members present, in accordance with applicable College governance policies.

Review

The Committee shall annually review these Terms of Reference, its Workplan and assess its own effectiveness in terms of ability to fulfill its purpose.

Effective Date

These Terms of Reference were approved by the Board of Directors on **June 20, 2024**, and are effective as of **June 20, 2024**.

Timothy D'Souza **Chair – Finance and Audit Committee**	**Stan Belevici** **Chair – Board of Directors**

CICC College of Immigration and Citizenship Consultants
CCIC Collège des consultants en immigration et en citoyenneté

MEMORANDUM

To: **Board of Directors**

From: **Ben Rempel**
Chair, Governance and Nominating Committee

Re: **Agenda Item 9 – Board Committee Terms of Reference – Governance and Nominating Committee Terms of Reference**

Date: **June 20, 2024**

Summary:
The proposed revised Terms of Reference of the Governance and Nominating Committee (GNC) is presented for approval by the Board of Directors.

Requested Action:

THAT: the revised GNC Terms of Reference, in substantially the form attached hereto, be and is hereby approved with immediate effect.

Discussion/Analysis:
An analysis of the Terms of Reference of the Board Committees identified some potential revisions to the GNC Terms of Reference to align with other Board Committees.

It is proposed to add the following:

Risk and Uncertainty:

a) *Review with management the College's risk management framework, reporting and monitoring enterprise-wide risk across strategic, legislative/regulatory dimensions;*
b) *Gain reasonable assurance that governance risk is being effectively managed in accordance with the risk management framework.*

Other Responsibilities:

- *Investigate any matters that in the Committee's discretion, fall within the Committee's duties.*

Composition:
The Committee may, from time to time, invite guests to attend meetings.

The CEO or Board Chair shall delegate a recording secretary who shall take minutes and assist in coordinating meetings and materials for the Committee and Sub-Committees if any.

Frequency, Calling of Committee Meetings and Quorum:
Quorum shall be a majority of the voting members of the Committee. Each voting member will be entitled to one (1) vote and the Committee Chair will not have a second or casting vote in the case of an equality of votes. A tied vote is a failed vote.

In Camera Meetings:
Committee members may, at their discretion, meet in a private session without staff members present, in accordance with applicable College governance policies.

Attachments:
Appendix A –Governance and Nominating Committee Terms of Reference – Blacklined
Appendix B – Governance and Nominating Committee Terms of Reference

Appendix A

GOVERNANCE AND NOMINATING COMMITTEE
Terms of Reference

Version: 2024-001 Last Modified: February 13, 2024 Approved:

Purpose

To oversee the development, implementation and management of the College's governance processes including, without limitation, the nomination and election of Directors and the appointment of committee and working group members, and to make recommendations to the Board of Directors on these matters.

Duties and Responsibilities

The following are the responsibilities and duties of the Governance and Nominating Committee.

Oversight of Corporate Governance

1. In alignment with the College Act, Regulations and CICC strategic priorities, conduct an annual review of, and recommend amendments to, the College By-laws, governance policies, and policies applicable to licensees.

2. Review annually and recommend amendments if required to the governance structure of the Board and the College annually including:

   a) Governance policies in respect of the Board
   b) Terms of Reference of any committees of the Board, Tribunal Committees, other committees of the College or working groups;
   c) Position descriptions for Directors and the Officers of the Board;
   d) the amount and nature of remuneration and any other payments to Directors and Officers of the Board;
   e) The essential and desirable experience, skills and other characteristics of potential candidates for election to the Board and appointment to committees and working groups and as Officers of the Board, including annually in connection with the election of Directors and appointment of committees, and as needed in connection with the filling of occasional vacancies, taking into consideration the Board's short-term needs and long-term succession plans.

Orientation, Planning and Performance

a) Orientation for new Directors;
b) Board education opportunities for all Directors reflecting annual needs assessments;
c) Succession planning for the Directors and Officers of the Board;
d) Propose individuals to be appointed by as members of committees (including the Tribunal Committees) and working groups, Directors and Officers of the Board; and
e) The annual assessment and evaluation of the performance of the Board, the Board Chair and Directors, and the committees of the Board.~~;~~

Risk and Uncertainty

a) Review with management the College's risk management framework, reporting and monitoring enterprise-wide risk across strategic, legislative/regulatory dimensions;
b) Gain reasonable assurance that governance risk is being effectively managed in accordance with the risk management framework.

Other Responsibilities:

- Investigate any matters that in the Committee's discretion, fall within the Committee's duties.

Authority, Decision-Making and Reporting

1. The Committee has the authority required to carry out the functions set out in the "Duties and Responsibilities".

2. The Committee shall develop an annual Work Plan responsive to its responsibilities as set out in these Terms of Reference. It will be presented to the Board by the Committee Chair.

3. The Committee shall report its recommendations to the Board of Directors through written reports.

4. The Committee shall fulfill its responsibilities within the context of the following principles:

   a) Committee members will act in accordance with applicable Board policies.
   b) Committee members are expected to communicate among themselves in a direct, open and professional manner.

5. Decisions will be made by consensus unless consensus cannot be reached in which case decisions will be made by a majority vote.

6. Committee decisions will be made in accordance with the following principles of good governance:

   a) Openness in decision-making and actions;
   b) Integrity based on honesty and objectivity; and
   c) Accountability for stewardship and performance.

Composition

The Committee shall consist of a minimum of three (3) and a maximum of five (5) members.

a) The Committee Chair, Committee Vice-Chair, and Committee members shall be nominated by the Governance and Nominating Committee and approved by the Board.
b) The Chair, Vice-Chair and voting members shall be members of the Board.
c) In the absence of the Committee Chair at any meeting or process of the Committee, the Vice-Chair shall assume the duties of the Chair.
d) Any member of the Committee or Sub-Committee can be designated by the Chair or the Vice-Chair as the Chair of any meeting.
~~d)~~e) The Committee may, from time to time, invite guests to attend meetings.

The Board Chair is entitled to attend and speak at all meetings but shall not be entitled to vote, unless appointed as a member of the Committee.

The President & Chief Executive Officer (CEO) is entitled to attend and speak at every meeting of the Committee but shall not be entitled to vote.

The CEO or Board Chair shall delegate a recording secretary who shall take minutes and assist in coordinating meetings and materials for the Committee and Sub-Committees if any.

Competencies

Committee Members

- Knowledge of College of Immigration and Citizenship Consultants Act and all associated Regulations
- Knowledge of College structure, policies and culture (including its mission, vision, values, strategic plan, governance structure, role of staff and committees, programs and services)
- Board-level governance experience
- Familiarity with legislative drafting techniques
- Familiarity with immigration consulting business practices

Committee Chair

- An understanding of corporate governance, typically acquired in a senior management role or as a corporate director; experience supported by recognized training in this area.

- Previous experience as a Director of a public-interest entity or a medium or large non-profit organization.

Meeting Arrangements

Meeting Agendas

The recording secretary will develop meeting agendas and supporting materials in consultation with the Committee Chair, other Board committees and management.

Meeting Materials

The recording secretary will ensure that all meeting materials are posted and distributed to Committee members five (5) business days in advance of meeting dates. However, special consideration may be given to urgent matters.

The minutes of each meeting of the Committee shall be provided to each Committee member within five (5) business days from the meeting date.

Frequency, Calling of Committee Meetings and Quorum

The Committee shall meet as required by its annual Work Plan. Meetings shall be held at the call of the Committee Chair or at the request of the CEO or two (2) members of the Committee.

Quorum shall be a majority of the voting members of the Committee. Each voting member will be entitled to one (1) vote and the Committee Chair will not have a second or casting vote in the case of an equality of votes. A tied vote is a failed vote.

In Camera Meetings:

Committee members may, at their discretion, meet in a private session without staff members present, in accordance with applicable College governance policies.

Review

The Committee shall annually review these Terms of Reference, its Workplan and assess its own effectiveness in terms of ability to fulfil its purpose.

Effective Date

These Terms of Reference were approved by the Board of Directors on **March 21, 2024,** and are effective as of **March 21, 2024**.

Ben Rempel
Chair – Governance and Nominating Committee

Stan Belevici
Chair – Board of Directors

Appendix B

GOVERNANCE AND NOMINATING COMMITTEE
Terms of Reference

Version: 2024-001 Last Modified: February 13, 2024 Approved:

Purpose

To oversee the development, implementation and management of the College's governance processes including, without limitation, the nomination and election of Directors and the appointment of committee and working group members, and to make recommendations to the Board of Directors on these matters.

Duties and Responsibilities

The following are the responsibilities and duties of the Governance and Nominating Committee.

Oversight of Corporate Governance

1. In alignment with the College Act, Regulations and CICC strategic priorities, conduct an annual review of, and recommend amendments to, the College By-laws, governance policies, and policies applicable to licensees.

2. Review annually and recommend amendments if required to the governance structure of the Board and the College annually including:

   a) Governance policies in respect of the Board
   b) Terms of Reference of any committees of the Board, Tribunal Committees, other committees of the College or working groups;
   c) Position descriptions for Directors and the Officers of the Board;
   d) the amount and nature of remuneration and any other payments to Directors and Officers of the Board;
   e) The essential and desirable experience, skills and other characteristics of potential candidates for election to the Board and appointment to committees and working groups and as Officers of the Board, including annually in connection with the election of Directors and appointment of committees, and as needed in connection with the filling of occasional vacancies, taking into consideration the Board's short-term needs and long-term succession plans.

Orientation, Planning and Performance

a) Orientation for new Directors;
b) Board education opportunities for all Directors reflecting annual needs assessments;
c) Succession planning for the Directors and Officers of the Board;
d) Propose individuals to be appointed by as members of committees (including the Tribunal Committees) and working groups, Directors and Officers of the Board; and
e) The annual assessment and evaluation of the performance of the Board, the Board Chair and Directors, and the committees of the Board.

Risk and Uncertainty

a) Review with management the College's risk management framework, reporting and monitoring enterprise-wide risk across strategic, legislative/regulatory dimensions;
b) Gain reasonable assurance that governance risk is being effectively managed in accordance with the risk management framework.

Other Responsibilities:

- Investigate any matters that in the Committee's discretion, fall within the Committee's duties.

Authority, Decision-Making and Reporting

1. The Committee has the authority required to carry out the functions set out in the "Duties and Responsibilities".

2. The Committee shall develop an annual Work Plan responsive to its responsibilities as set out in these Terms of Reference. It will be presented to the Board by the Committee Chair.

3. The Committee shall report its recommendations to the Board of Directors through written reports.

4. The Committee shall fulfill its responsibilities within the context of the following principles:

   a) Committee members will act in accordance with applicable Board policies.
   b) Committee members are expected to communicate among themselves in a direct, open and professional manner.

5. Decisions will be made by consensus unless consensus cannot be reached in which case decisions will be made by a majority vote.

6. Committee decisions will be made in accordance with the following principles of good governance:

a) Openness in decision-making and actions;
b) Integrity based on honesty and objectivity; and
c) Accountability for stewardship and performance.

Composition

The Committee shall consist of a minimum of three (3) and a maximum of five (5) members.

a) The Committee Chair, Committee Vice-Chair, and Committee members shall be nominated by the Governance and Nominating Committee and approved by the Board.
b) The Chair, Vice-Chair and voting members shall be members of the Board.
c) In the absence of the Committee Chair at any meeting or process of the Committee, the Vice-Chair shall assume the duties of the Chair.
d) Any member of the Committee or Sub-Committee can be designated by the Chair or the Vice-Chair as the Chair of any meeting.
e) The Committee may, from time to time, invite guests to attend meetings.

The Board Chair is entitled to attend and speak at all meetings but shall not be entitled to vote, unless appointed as a member of the Committee.

The President & Chief Executive Officer (CEO) is entitled to attend and speak at every meeting of the Committee but shall not be entitled to vote.

The CEO or Board Chair shall delegate a recording secretary who shall take minutes and assist in coordinating meetings and materials for the Committee and Sub-Committees if any.

Competencies

Committee Members

- Knowledge of College of Immigration and Citizenship Consultants Act and all associated Regulations
- Knowledge of College structure, policies and culture (including its mission, vision, values, strategic plan, governance structure, role of staff and committees, programs and services)
- Board-level governance experience
- Familiarity with legislative drafting techniques
- Familiarity with immigration consulting business practices

Committee Chair

- An understanding of corporate governance, typically acquired in a senior management role or as a corporate director; experience supported by recognized training in this area.
- Previous experience as a Director of a public-interest entity or a medium or large non-profit organization.

Meeting Arrangements

Meeting Agendas

The recording secretary will develop meeting agendas and supporting materials in consultation with the Committee Chair, other Board committees and management.

Meeting Materials

The recording secretary will ensure that all meeting materials are posted and distributed to Committee members five (5) business days in advance of meeting dates. However, special consideration may be given to urgent matters.

The minutes of each meeting of the Committee shall be provided to each Committee member within five (5) business days from the meeting date.

Frequency, Calling of Committee Meetings and Quorum

The Committee shall meet as required by its annual Work Plan. Meetings shall be held at the call of the Committee Chair or at the request of the CEO or two (2) members of the Committee.

Quorum shall be a majority of the voting members of the Committee. Each voting member will be entitled to one (1) vote and the Committee Chair will not have a second or casting vote in the case of an equality of votes. A tied vote is a failed vote.

In Camera Meetings:

Committee members may, at their discretion, meet in a private session without staff members present, in accordance with applicable College governance policies.

Review

The Committee shall annually review these Terms of Reference, its Workplan and assess its own effectiveness in terms of ability to fulfil its purpose.

Effective Date

These Terms of Reference were approved by the Board of Directors on **March 21, 2024,** and are effective as of **March 21, 2024**.

Ben Rempel
Chair – Governance and Nominating Committee

Stan Belevici
Chair – Board of Directors

CICC College of Immigration and Citizenship Consultants
CCIC Collège des consultants en immigration et en citoyenneté

MEMORANDUM

To: **Board of Directors**

From: **Ben Rempel**
Chair, Governance and Nominating Committee

Re: **Agenda Item 9 – Board Committee Terms of Reference – CEO Performance Review and Evaluation Committee Terms of Reference**

Date: **June 20, 2024**

Summary:
The draft Terms of Reference for the proposed CEO Performance Review and Evaluation Committee is presented for approval by the Board of Directors.

Requested Action:
THAT: the Terms of Reference for the CEO Performance Review and Evaluation Committee, in substantially the form attached hereto, be and is hereby approved with immediate effect.

Discussion/Analysis:
At the March 21, 2024, Board of Directors Meeting, the Board instructed GNC to develop Terms of reference for a new standing Board Committee intended to formalize the annual CEO evaluation and goal-setting process carried out during the past year by an ad hoc committee, as well as oversee CEO succession planning.

On the instructions of GNC, Management prepared the attached draft Terms of Reference for GNC review and approval.

At the meeting of June 3, 2024, GNC approved the draft Terms of Reference and recommend approval by the Board of Directors

Attachment:
Appendix A – Draft CEO Performance Review and Evaluation Committee Terms of Reference

Appendix A

CICC College of Immigration and Citizenship Consultants | CCIC Collège des consultants en immigration et en citoyenneté

DRAFT:
CEO PERFORMANCE REVIEW AND EVALUATION COMMITTEE
Terms of Reference

Version: 2024-001 Last Modified: [XXXX XX, 2024] Approved: [XXXX XX, 2024]

Purpose

To oversee the implementation and management of the Board's process for establishing annual performance goals and objectives, reviewing performance and recommending any adjustments to the compensation or terms of employment of the President & Chief Executive Officer (CEO) of the College. To consult as needed and advise the Board annually on CEO succession-planning matters.

Duties and Responsibilities

The following are the responsibilities and duties of the CEO Performance Review and Evaluation Committee.

1. Conduct annually, the CEO Performance Review Process attached to these Terms of Reference as Appendix 1, reporting to the Board on the outcomes thereof and its recommendations, if any, thereon;

2. Review and, if appropriate, recommend to the Board amendments to the CEO Performance Review Process;

3. Develop and recommend to the Board, the CEO's performance objectives for each coming year;

4. Conduct necessary research on CEO-level compensation practices; and

5. Consult with the CEO as needed on CEO succession matters.

Risk and Uncertainty

a) Review with management the College's Chief Executive Officer succession plan and strategy.

Authority, Decision-Making and Reporting

1. The Committee has the authority required to carry out the functions set out in the "Duties and Responsibilities".

2. The Committee shall develop an annual Work Plan responsive to its responsibilities as set out in these Terms of Reference. It will be presented to the Board by the Committee Chair.

3. The Committee shall report its recommendations to the Board of Directors through written reports.

4. The Committee shall fulfill its responsibilities within the context of the following principles:

   a) Committee members will act in accordance with applicable Board policies.
   b) Committee members are expected to communicate among themselves in a direct, open and professional manner.

5. Decisions will be made by consensus unless consensus cannot be reached in which case decisions will be made by a majority vote.

6. Committee decisions will be made in accordance with the following principles of good governance:

   a) Openness in decision-making and actions;
   b) Integrity based on honesty and objectivity; and
   c) Accountability for stewardship and performance.

Composition

The Committee shall consist of a minimum of three (3) and a maximum of five (5) members.

a) The Chair of the Board of Directors shall be a member of the Committee, other Committee members shall be nominated by the Governance and Nominating Committee and approved by the Board.
b) All Committee members shall be members of the Board.
c) The Committee may, from time to time, invite guests to attend meetings as required, to assist in fulfilling its purpose.

The CEO is entitled to attend and speak at every meeting of the Committee but shall not be entitled to vote.

The CEO, or delegate, shall be the recording secretary who shall take minutes and assist in coordinating meetings and materials for the Committee and Sub-Committees if any.

In the absence of the Committee Chair at any meeting or process of the Committee, the Vice-Chair shall assume the duties of the Chair. Any member of the Committee or Sub-Committee can be designated by the Chair or the Vice-Chair as the Chair of any meeting.

Competencies

Committee Members

- Knowledge of College structure, policies and culture (including its mission, vision, values, strategic plan, governance structure, role of staff and committees, programs and services)
- Board-level governance experience
- Familiarity with executive terms of employment and compensation practices in the professional regulatory or similar sectors

Committee Chair

- An understanding of corporate governance, typically acquired in a senior management role or as a corporate director; experience supported by recognized training in this area.
- Previous experience as a Director of a public-interest entity or a medium or large non-profit organization.

Meeting Arrangements

Meeting Agendas

The recording secretary will develop meeting agendas and supporting materials in consultation with the Committee Chair, other Board committees and management.

Meeting Materials

The recording secretary will ensure that all meeting materials are posted and distributed to Committee members five (5) business days in advance of meeting dates. However, special consideration may be given to urgent matters.

The minutes of each meeting of the Committee shall be provided to each Committee member within five (5) business days from the meeting date.

Frequency, Calling of Committee Meetings and Quorum

The Committee shall meet as required by the CEO Performance Review Process or other duties. Meetings shall be held at the call of the Committee Chair or at the request of the CEO or two (2) members of the Committee.

Quorum shall be a majority of the voting members of the Committee. Each voting member will be entitled to one (1) vote and the Committee Chair will not have a second or casting vote in the case of an equality of votes. A tied vote is a failed vote.

In Camera Meetings

Members may, at their discretion, meet in a private session without staff members present, in accordance with applicable College governance policies.

Review

The Committee shall annually review these Terms of Reference and assess its own effectiveness in terms of ability to fulfil its purpose.

Effective Date

These Terms of Reference were approved by the Board of Directors on **[XXXX XX, 2024],** and are effective as of **[XXXX XX, 2024]**.

[Name] **Chair – CEO Performance Review and Evaluation Committee**	**[Name]** **Chair – Board of Directors**

APPENDIX 1

CEO Performance Review Process

Step	Week of -->												
	3-Jul	10-Jul	17-Jul	24-Jul	31-Jul	7-Aug	14-Aug	21-Aug	28-Aug	4-Sep	11-Sep	18-Sep	25-Sep
A. FY2023 - CEO Year-End Performance Evaluation - Suggested Timeline													
1. CEO completes self-evaluation	x	x	x										
2. Ad Hoc Committee (AHC) develops survey on CEO performance for Board Members								x					
3. Board completes survey on CEO performance									x	x			
4. Board Chair and AHC Chair develop recommendations on performance and merit pay increase								x AHC Meeting	x	x	x		
5. AHC reviews and approves recommendations on performance and merit pay increase											x	x	
6. Board reviews and approves recommendations													x
7. CEO receives performance feedback													x
B. FY2024 - CEO Goal Setting - Suggested Timeline													
1. CEO develops draft of his FY24 Goals				x	x	x	x						
2. The AHC interacts with the CEO to refine these goals								x AHC Meeting	x	x	x	x	
3. The board endorses the CEO's goals for FY24													x

Board Committee Terms of Reference Comparison

Item	Finance and Audit	Governance and Nominating	CEO Performance Review & Evaluation
Purpose	• oversee and monitor all significant aspects of financial management	• oversee development/implementation of College's governance processes • nomination and election of Directors • appointment of Committee and working group members	• oversee implementation/management of the Board's process for establishing annual CEO performance goals & objectives • review CEO performance and recommend if any: ○ adjustments to compensation ○ terms of employment • advise the Board annually on CEO succession-planning matters
Duties and Responsibilities	**Financial Reporting** • review the College's quarterly financial statements • review and report to the Board thereon: ○ annual audit plan ○ annual audited financial statements ○ annual Management Representation Letter ○ Engagement Letter • receive Auditor reports and meet with the Auditor to discuss: ○ audit of the annual financial statements ○ Independence Letter ○ their assessment of the control environment ○ a report on any significant deviations or indications/detection of fraud and	**Oversight of Corporate Governance** • conduct an annual review of, and recommend amendments to, the College By-laws, governance policies, and policies applicable to licensees. • review annually and recommend amendments if required to the governance structure of the Board and the College annually including: ○ Governance policies in respect of the Board ○ Terms of Reference of any committees or working groups ○ position descriptions - Directors and Officers of the Board ○ the amount and nature of remuneration/payments to Directors and Officers of the Board ○ skills/characteristics of potential candidates for:	• annually conduct the CEO Performance Review Process • review and recommend to the Board: ○ amendments to the CEO Performance Review Process ○ CEO's performance objectives for each coming year • conduct necessary research on CEO-level compensation practices • consult with the CEO as needed on CEO succession matters

Item	Finance and Audit	Governance and Nominating	CEO Performance Review & Evaluation

	the corrective activity undertaken
	• recommend the appointment of the Auditor
	• review the performance of the Auditor annually
	• recommend remuneration and the terms of engagement of the Auditor
	
	Budgeting and Financial Management
	• review financial position/performance
	• ensure appropriate/timely information of financial position/ performance is presented to the Board
	• review operating and capital budgets
	• ensure budget is appropriate to fulfill mandate of the College
	• review banking arrangements, signing authorities and cash management controls
	
	Investment Monitoring
	• establish an investment policy
	• review the investment policy annually and recommend any necessary amendments
	  • monitor investment transactions, results, and report quarterly
	
	Risk and Uncertainty
	• review College's risk management enterprise-wide risk across strategic, financial, operational,
		▪ election to the Board
		▪ appointment to committees
		▪ working groups
		▪ Officers of the Board
		
		Orientation, Planning and Performance
		• new Director's orientation
		• Board education opportunities
		• Board/Directors/Officers succession planning
		• Propose individuals to be appointed by as members of committees (including the Tribunal Committees) and working groups, Directors and Officers of the Board; and
		• annual assessment and evaluation of the performance
		  ○ of the Board,
		  ○ Board Chair and Directors,
		  ○ Committees of the Board
		
		Risk and Uncertainty
		• review College's risk management strategic/legislative/regulatory dimensions
			Risk and Uncertainty
			• Review College's CEO succession plan/strategy.

Item	Finance and Audit	Governance and Nominating	CEO Performance Review & Evaluation
	legislative/regulatory dimensions • financial risk is being effectively managed in accordance with the risk management framework • receive adequacy of insurance coverage maintained by the College **Internal Control and Information Systems** • review internal control and information systems management • undertake investigations to suspected material non-compliance with accounting, internal control, or auditing standards periodically review the expense reports of the Chair of the Board and the President & CEO **Compliance with Laws and Regulations** • review regular reports Statutory Declarations and/or Compliance Certificates from management **Other Responsibilities:** • investigate matters that fall within the Committee's discretion/duties	• effective management governance risk **Other Responsibilities:** • investigate matters that fall within the Committee's discretion/duties	
AUTHORITY DECISION-MAKING AND REPORTING			
Authority	• Committee has required authority to carry out functions of duties and responsibilities	• Committee has required authority to carry out functions of duties and responsibilities	• Committee has required authority to carry out functions of duties and responsibilities

Item		Finance and Audit	Governance and Nominating	CEO Performance Review & Evaluation
	Reporting	• develop annual Work Plan • to be presented to the Board by the Committee Chair • report its recommendations through written reports	• develop annual Work Plan • to be presented to the Board by the Committee Chair • report its recommendations through written reports	• develop annual Work Plan • to be presented to the Board by the Committee Chair • report its recommendations through written reports
	Principles	• in accordance with applicable Board policies • communicate among themselves in a direct, open and professional manner	• in accordance with applicable Board policies • communicate among themselves in a direct, open and professional manner	• in accordance with applicable Board policies • communicate among themselves in a direct, open and professional manner
	Decisions	• consensus • otherwise, majority vote	• consensus • otherwise, majority vote	• consensus • otherwise, majority vote
	Decision Principles	• openness in decision-making and actions • integrity based on honesty and objectivity • accountability for stewardship and performance	• openness in decision-making and actions • integrity based on honesty and objectivity • accountability for stewardship and performance	• openness in decision-making and actions • integrity based on honesty and objectivity • accountability for stewardship and performance
COMPOSITION				
	Quantity	• minimum of three (3) and a maximum of five (5) members	• minimum of three (3) and a maximum of five (5) members	• minimum of three (3) and a maximum of five (5) members
	Committee	• Committee Chair, Committee Vice-Chair, and Committee nominated by GNC • approved by Board	• Committee Chair, Committee Vice-Chair, and Committee nominated by GNC • approved by Board	• members shall be nominated by GNC • approved by Board
	Board Chair	• Chair is entitled to attend and speak • not entitled to vote, unless appointed as a member of the Committee	• Chair is entitled to attend and speak • not entitled to vote, unless appointed as a member of the Committee	• Chair of the Board of Directors shall be a member of the Committee
	Committee Members	• Chair, Vice-Chair and voting members shall be members of the Board.	• Chair, Vice-Chair and voting members shall be members of the Board.	• All Committee members shall be members of the Board

Item	Finance and Audit	Governance and Nominating	CEO Performance Review & Evaluation
Absence of Committee Chair	• Vice-Chair shall assume the duties of the Chair • Committee or Sub-Committee member can be designated by the Chair or the Vice-Chair as the Chair of any meeting	• Vice-Chair shall assume the duties of the Chair • Committee or Sub-Committee member can be designated by the Chair or the Vice-Chair as the Chair of any meeting	• Vice-Chair shall assume the duties of the Chair. • Committee or Sub-Committee member can be designated by the Chair or the Vice-Chair as the Chair of any meeting
Guests	• Committee may invite guests to attend meetings • assist in fulfilling its purpose	• Committee may invite guests to attend meetings • assist in fulfilling its purpose	• Committee may invite guests to attend meetings • assist in fulfilling its purpose
CEO	• CEO is entitled to attend and speak • not entitled to vote	• CEO is entitled to attend and speak • not entitled to vote	• CEO is entitled to attend and speak • not entitled to vote
Administration	• CEO or Board Chair shall delegate a recording secretary • takes minutes and coordinates materials	• CEO or Board Chair shall delegate a recording secretary • takes minutes and coordinates materials	• CEO, or delegate, shall be the recording secretary
COMPETENCIES			
Committee Members	• knowledge of College of Immigration and Citizenship Consultants Act and all associated Regulations • knowledge of College structure, policies, and culture (including its mission, vision, values, strategic plan, governance structure, role of staff and committees, programs, and services) • financial accounting, financial reporting and Canadian GAAP/international financial reporting standards applicable to not-for-profit corporations • risk management frameworks • (Strongly preferred) member in good	• knowledge of College of Immigration and Citizenship Consultants Act and all associated Regulations • knowledge of College structure, policies, and culture (including its mission, vision, values, strategic plan, governance structure, role of staff and committees, programs, and services) • Board-level governance experience • familiarity with legislative drafting techniques • familiarity with immigration consulting business practices	• knowledge of College structure, policies, and culture (including its mission, vision, values, strategic plan, governance structure, role of staff and committees, programs, and services) • Board-level governance experience • familiarity with executive terms of employment and compensation practices in the professional regulatory or similar sectors

Item	Finance and Audit	Governance and Nominating	CEO Performance Review & Evaluation
	standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province		
Committee Chair	• understanding of corporate governance, typically acquired in a senior management role or as a corporate director; experience supported by recognized training in this area • Previous experience as a director of a public-interest entity or a medium or large non-profit organization	• understanding of corporate governance, typically acquired in a senior management role or as a corporate director; experience supported by recognized training in this area • Previous experience as a director of a public-interest entity or a medium or large non-profit organization	• understanding of corporate governance, typically acquired in a senior management role or as a corporate director; experience supported by recognized training in this area • Previous experience as a director of a public-interest entity or a medium or large non-profit organization
MEETING ARRANGEMENTS			
Meeting Agendas	• recording secretary develops meeting agendas/supporting materials • in consultation with the Committee Chair, other Board committees and management	• recording secretary develops meeting agendas/supporting materials • in consultation with the Committee Chair, other Board committees and management	• recording secretary develops meeting agendas/supporting materials • in consultation with the Committee Chair, other Board committees and management
Meeting Materials	• recording secretary will post/distribute meeting materials five (5) business days in advance of meeting dates • special consideration may be given to urgent matters • meeting minutes shall be provided to Committee Chair five (5) business days from the meeting date	• recording secretary will post/distribute meeting materials five (5) business days in advance of meeting dates • special consideration may be given to urgent matters • meeting minutes shall be provided to Committee Chair five (5) business days from the meeting date	• recording secretary will post/distribute meeting materials five (5) business days in advance of meeting dates • special consideration may be given to urgent matters • meeting minutes shall be provided to Committee Chair five (5) business days from the meeting date

Item	Finance and Audit	Governance and Nominating	CEO Performance Review & Evaluation
Frequency, Call of Committee Meetings	• as required by its annual Work Plan • at the call of the Committee Chair • at the request of the CEO • or two (2) members of the Committee	• as required by its annual Work Plan • at the call of the Committee Chair • at the request of the CEO • or two (2) members of the Committee	• as required by the CEO Performance Review Process or other duties. • at the call of the Committee Chair • at the request of the CEO • or two (2) members of the Committee
Quorum	• majority of the voting members of the Committee. • each voting member will be entitled to one (1) vote • Committee Chair will not have a second or casting vote in the case of an equality of votes. • a tied vote is a failed vote	• majority of the voting members of the Committee. • each voting member will be entitled to one (1) vote • Committee Chair will not have a second or casting vote in the case of an equality of votes. • a tied vote is a failed vote	• majority of the voting members of the Committee. • Each voting member will be entitled to one (1) vote • Committee Chair will not have a second or casting vote in the case of an equality of votes. • a tied vote is a failed vote
In Camera	• at Committee discretion • meet in a private session without staff members present • in accordance with applicable College governance policies	• at Committee discretion • meet in a private session without staff members present • in accordance with applicable College governance policies	• at Committee discretion • meet in a private session without staff members present • in accordance with applicable College governance policies
REVIEW			
Terms of Reference	• annually review Terms of Reference	• annually review Terms of Reference	• annually review Terms of Reference
Workplan	• annual review Workplan	• annual review Workplan	• annual review Workplan
Committee Assessment	• annual self-effectiveness assessment	• annual self-effectiveness assessment	• annual self-effectiveness assessment
Signed	• Board Chair/Committee Chair	• Board Chair/Committee Chair	• Board Chair/Committee Chair

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MEMORANDUM

To: **Board of Directors**

From: **Tim D'Souza**
Chair, Finance and Audit Committee

Re: **Agenda item 10 – Review of Financial Results for the Period ended March 31, 2024**

Date: **June 20, 2024**

Summary:
The financial results of the College for the third quarter ending March 31, 2024, together with the report on College investments, and third quarter year-end forecast are presented for Board review.

Requested Action:
For the information of Directors. No action required.

Discussion/Analysis:
Summarized Financial report for FY2024 Q3 ended March 31, 2024, presents the following:

- Summarized Statement of Operations showing results of revenue and expense versus budget
- Highlights of Revenue and Expense
- Summarized Statement of Financial Position showing results versus last year-end
- Highlights of changes in assets and liabilities
- Summary of Investments

Financial Report for FY2024 Q3 Forecast presents the following:

- Q3 Forecast Statement of Operations showing results of forecast revenue and expense versus budget for year ended June 30, 2024
- Variance Explanation

The Summarized Statement of Operations shows revenues of $19,096,342 and expenses of $17,229,947, with an excess of revenue over expenses of $1,866,395.

The Summarized Statement of Financial Position continues to show high liquidity. The College maintains $32,950,660 of assets, $4,063,486 of liabilities and net assets of $28,887,174. Highlights of the financial operations and financial position are discussed in the FY2024 Q3 Financial Report.

The College licensee numbers increased by 1.8% from beginning of the period, July 1, 2023.

The last quarter will continue to yield an excess of revenue over expense with a net favourable variance of $1.5 million from the budget at the end of the fiscal.

Attachments:
Tab J – Summarized Financial Report for FY2024 Q3
Tab K – Financial Report for FY2024 Q3 Forecast

Summarized Financial Report for FY2024 Q3 ended March 31, 2024

Summarized Statement of Operations for the third quarter ended March 31, 2024 compared with the budget is presented as follows:

Summarized Statement of Operations Period ended March 31, 2024	**Actual (YTD)**	**Budget (YTD)**	**Variance over (Under) Budget**	**Annual Budget**
Total Revenue	19,096,342	19,342,980	(246,638)	25,790,623
Total Expense	17,229,947	19,713,214	(2,483,267)	26,079,593
Excess of Revenue Over Expenses	**$ 866,395**	**$(370,234)**	**$ 2,236,629**	**$(288,970)**

Highlights:

- Revenue under budget by 1.3%:
  - Increase in licensees by 1.8% as compared to the start of the fiscal year.
  - Lower than budgeted exam writers.
  - Mentoring Program intake 2 to be launched in first quarter of the next fiscal year.
  - Interest income earned on guaranteed investment certificate (GICs) and interest-bearing bank accounts remained to be the major revenue contributor other than annual fees.
  - Higher than budgeted tribunal costs awards and fines in the fiscal year which were written down 100% until payment is received.

- Expense under budget by 13%:
  - Budgeted expenses not required. For example, services offered by provider for free; services no longer needed, and service agreement were ceased; budget based on estimation with higher number of attendees on events and meetings. Mentoring program intake will commence next fiscal.
  - Timing. Some budgeted expenses will be realized in the remaining months of the fiscal year and/or initiatives will take place next year due to timing, e.g. Quality Management development, By-laws and regulations.
  - Payroll costs. Some departments were under budget due to program timing and restructuring. HR is assisting departments on strategic workforce planning to meet recruitment needs and restructuring.

A summarized Statement of Financial Position as of March 31, 2024 compared with June 30, 2023 is presented as follows:

Summarized Statement of Financial Position	**March 31, 2024**	**June 30, 2023**	**Increase (Decrease)**
Total Assets	32,950,660	29,105,611	3,845,049
Total Liabilities	4,063,486	2,084,831	1,978,654
Total Net Assets	**$ 28,887,174**	**$ 27,020,780**	**$ 1,866,395**

Highlights:

- Assets increased due to inflow of cash from annual renewal and was invested in GIC to yield higher interest income.

- Liabilities increased due to receipts of annual renewal fees recorded as a liability under deferred revenue. Deferred revenue is recognized as revenue monthly throughout the fiscal year.

Summary of investments as of March 31,2024 is presented as follows:

	Principal	Rate	Maturity date
CIBC GICs			
Redeemable GIC 38-5823177 VRGIC-00167	1,000,000	5.25%	11-Jul-24
Redeemable GIC 38-5823177 VRGIC-00191	1,000,000	5.25%	15-Jul-24
Redeemable GIC 38-5823177 VRGIC-00205	1,000,000	5.25%	15-Jul-24
Redeemable GIC 38-5823177 VRGIC-00248	1,000,000	5.50%	19-Jul-24
Redeemable GIC 38-5823177 VRGIC-00256	1,000,000	5.50%	19-Jul-24
Non-redeemable GIC 38-5823177 BBST-00159	1,000,000	5.65%	08-Apr-24
Non-redeemable GIC 38-5823177 BBST-00264	1,000,000	5.45%	15-Apr-24
Non-redeemable GIC 38-5823177 LD-00108	1,000,000	5.90%	11-Jul-24
Non-redeemable GIC 38-5823177 LD-00116	1,000,000	5.90%	11-Jul-24
Non-redeemable GIC 38-5823177 LD-00175	1,000,000	5.85%	15-Jul-24
Non-redeemable GIC 38-5823177 LD-00183	1,000,000	5.85%	15-Jul-24
Non-redeemable GIC 38-5823177 LD-00213	1,000,000	5.90%	19-Jul-24
Non-redeemable GIC 38-5823177 LD-00221	1,000,000	5.90%	19-Jul-24
Total CIBC	**13,000,000**		
RBC GICs			
Prime-linked Cashable GIC 00100189283-0011	1,000,000	4.95%	08-Jul-24
Prime-linked Cashable GIC 00100189283-0014	750,000	4.95%	15-Jul-24
Non-redeemable GIC 00100189283-0012	1,000,000	5.44%	01-Apr-24
Non-redeemable GIC 00100189283-0015	733,698	5.37%	27-May-24
Non-redeemable GIC 00180175017-0032	500,000	5.55%	03-Jun-24
Non-redeemable GIC 00100189283-0013	1,000,000	5.41%	08-Jul-24
Non-redeemable GIC 00180175017-0033	1,039,272	5.29%	02-Sep-24
Total RBC	**6,022,970**		
Total Short-term investments	**19,022,970**		

Highlights:

- Total investments were $19 million as at March 31,2024.
- Total Year-to-date investment interest income earned was $814K.

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Financial Report for FY2024 Q3 Forecast

EXECUTIVE SUMMARY

The FY2024 Q3 forecast yields an excess of $1,209K revenue over expenses as compared with the budget deficit of $289K. The following are the forecast statements of operations and variance explanation.

Q3 Forecast Statement of Operations for fiscal ended June 30, 2024

	Q3 Forecast	Budget	Variance over (under)Budget
Revenue			
Annual fees	21,814,481	21,565,908	248,573
Exam Fees	565,030	958,750	(393,720)
Mentoring Program	(2,660)	1,207,075	(1,209,735)
Interest Income	1,791,838	1,281,500	510,338
Other Revenue	1,231,166	777,390	453,776
Total Revenue	**$ 25,399,855**	**$ 25,790,623**	**$ (390,768)**
Expense			
Office of the CEO	2,895,756	3,228,416	(332,660)
Human Resources	960,775	1,477,055	(516,280)
Professional Conduct	4,414,538	4,859,823	(445,285)
Corporate Services	1,481,169	1,702,991	(221,822)
Information Technology	3,225,195	2,802,180	423,015
PREP	3,422,993	4,556,768	(1,133,775)
Communications and Stakeholder Relations	2,607,237	2,719,677	(112,440)
Registration	2,171,874	2,133,040	38,834
Governance, Board and AGM	464,626	829,705	(365,079)
Finance	2,370,841	1,525,438	845,403
Amortization of Capital Assets	170,769	242,500	(71,731)
Loss on disposal of Capital Assets	5,455	2,000	3,455
Total Expense	**$ 24,191,228**	**$ 26,079,593**	**$ (1,888,365)**
Excess of revenue over expense	**$ 1,208,627**	**$ (288,970)**	**$ 1,497,597**

Variance Explanation for FY2024 Q3 Forecast

Revenue Variance: Total estimated revenue lower than budget by $391K

Annual Fees - $249K over budget

- Flat growth in number of licensees.

Exam Fees - $394K under budget

- Lower number of exam candidates than budgeted.

Mentoring Program - $1,210K under budget

- Delay in intake 2 which will be launched first quarter of next fiscal.

Interest Income - $510K over budget

- Higher interest income realized on guaranteed investment certificate (GIC) and interest-bearing bank accounts. Anticipated no change in bank rate to the end of fiscal year.

Other Revenue - $454K over budget

- $217K over budget – Specialization program restarted enrollment in the last quarter.
- $264K over budget - Higher than expected tribunal costs awards and fines billing.

Consideration:

Contingent items which result in variance from forecast include: -

- Specialization Program exam – Low rate of taking exam upon completion of program. There is a 3-year window for writing the exam. Difficult in estimation of the number of exam candidates.
- Specialization Program – Licensees who represent clients before IRB tribunals or show interest of providing this service but without an RCIC-IRB class of licence have not yet registered for the Specialization Program. Difficult in estimation of the number of program application.
    - Potential range for Specialization exam and Program revenue: up to $347K but could be more.
- Tribunal cost and fine awards billing – depending upon the results of the Tribunal.
    - Potential range: up to $78K but could be more.

Expense Variance: Total estimated expenses below budget by $1,888K

Office of the CEO - $333K under budget

- $153K under budget – Lower legal expenses and consulting fees due to delay of government Regulations and College By-laws.

- $72K under budget – Lower travel expenses due to fewer in-person provincial and Ottawa meetings. Virtual meetings were held.
- $80K under budget – Contract with existing firm terminated. In progress of securing new vendor on government/public relations and crisis management.

Human Resources - $516K under budget

- $55K under budget – Lower recruitment expenses than budgeted. Support provided from internal resources.
- $309K under budget – Some consulting services no longer needed, and service agreement were ceased; some services were rendered at lower cost as well as budgeted for contingency in case investigation is required.
- $34K under budget – Lower project expenses as sessions were held for free by service provider or planned project not required.
- $117K under budget – Expense items including legal services and accessibility equipment are budgeted for contingency and on as-needed basis.

Professional Conduct - $445K under budget

- $289K under budget – Lower payroll costs than budgeted due to staff attrition.
- $166K under budget – Lower external legal services than budgeted due to lower volume of cases were referred to Discipline Committee.

Corporate Services - $222K under budget

- $96K under budget – Department restructure in progress with vacant positions to be filled.
- $108K under budget – Lower general office expenses during renovation. Consulting expenses on office buildout was reversed and adjusted to capital item.

Information Technology - $423K over budget

- $423K over budget – iMIS went live in April 2024. Development work continues with higher than anticipated change requests for coding bug repairs. The overspending of iMIS implementation offsets under spending in overall IT expenses and previous fiscal year under expenditure.

PREP - $1,134K under budget

- $422K under budget – Lower payroll costs than budgeted due to delay in hiring of budgeted positions. Working closely with HR on strategic workforce planning to meet requirements and needs of the department.
- $157K under budget – Delay in commencement of Quality Management program. To be launched next fiscal year.
- $516K under budget – Delay in commencement of RCIC Mentoring Program (intake 2). Applications started and program to be delivered using the legacy platforms. RISIA Mentoring Program development is on hold.

Communications and Stakeholder Relations - $112K under budget

- $283K over budget – Higher payroll costs than budgeted. The CSR team reorganization was completed in November 2023. New positions were added to support the strategic initiatives.
- $382K under budget – Overall expenses lower than budgeted. The new team is striving to achieve strategic goals and is in relatively early stages of spending.

Registration - $39K over budget

- $40K over budget – Higher proctoring expenses than budgeted due to payment made for prior year not reaching the minimum number of exam sessions as stated per service agreement.

Governance, Board, and AGM - $365K under budget

- $37K under budget – Lower director fees than budgeted. Estimated board meetings with full attendance and in-person in the budget.
- $318K under budget – Lower expenses for Board meetings and licensee events than budgeted. Higher number of attendees were included in the budget.

Finance - $845K over budget

- $844K over budget – Higher bad debts allowance than budgeted due to increase in tribunal cost awards and fines billing, which have a 100% bad debt allowance applied.

Consideration:

- Contingent items which result in variance from forecast include: -
  - Legal services - Likelihood and timing of occurrence
    - Potential range: up to $204K but could be more.
  - Consulting services - Likelihood and timing of occurrence
    - Potential range: up to $79K but could be more.
  - Payroll expenses – Many variables, e.g. timing of position filled, compensation amount, company benefit class of new hires, etc.
    - Potential range: up to $60K but could be more.
  - Bad debts – depending upon the amount of cost and fine awards billing, bad debts allowance is setup 100% until payment is made.

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MEMORANDUM

To: **Board of Directors**

From: **Tim D'Souza**
Chair, Finance and Audit Committee

Re: **Agenda Item 11 – Draft Operating and Capital Budget for Fiscal 2025**

Date: **June 20, 2024**

Summary:
The Draft College Budget for fiscal 2025 is presented for approval by the Board of Directors.

Requested Action:

THAT: the proposed budget for the financial year of the College ending June 30, 2025, in substantially the form attached hereto, be and is hereby approved with immediate effect.

Discussion/Analysis:
At the Finance and Audit Committee (FAC) meeting of May 16, 2024, Management presented the draft College Budget for fiscal 2025 for review and recommendation The Committee approved the budget and is recommending approval by the Board of Directors.

The draft budget FY2025 report consists of the following sections:

- Introduction
- Budget Basis
- Summarized Statement of Operations
- Statement of Transition to College expenses and IT Infrastructure Development expenses
- Proposed Capital Budget
- Revenues
- Budget by Department
- Statement of Changes in Net Assets
- Consideration

Attachment:
Tab L - College of Immigration and Citizenship Consultants Budget for Fiscal year ending June 30, 2025

College of Immigration and Citizenship Consultants
Budget
for
Fiscal year ending June 30, 2025

DRAFT

INTRODUCTION

- The development of the budget is based on the sufficient assets appropriately allocated to achieve the College's 2023 – 2025 Strategic Plan which was approved at the June 8, 2023 Board meeting.
- Management is presenting the budget for the fiscal year 2025 with third quarter forecast and current year budget provided for additional information.

BUDGET BASIS

- Revenues:
  - Annual licensing fees remain unchanged:
    - RCIC annual fees: $1,809.25 + HST
    - RISIA annual fees: $913 + HST
  - Flat licensee growth. Projected number of licensees increase of 2% throughout the fiscal year 2025.
  - Specialization Program to be sunset by December 2024.
  - Interest-bearing on operating bank account balances to be continued for the fiscal year.
- Expenses:
  - Salary and benefits amounts increased to provide for cost-of-living adjustment. This positions the College to be competitive in the labour marketplace.
  - Completion of build-out and renovation of Burlington office into collaborative workspace. The lease of the 4th floor will not be renewed as it expires at end of November 2024. Term of new lease (10th floor only) is for 5 years effective December 2024.

Proposed budget for fiscal year ending June 30, 2025:

A deficit budget of $128,645 for fiscal year ending June 30, 2025 is presented.

Highlights:

- Projected revenues of $26 million (4.8% increase from last year end results i.e. June 30, 2023) include:
    - $22,614K – Annual fees
    - $807K – Tribunal cost and fines awards
    - $1,425K – Interest income
    - $569K – Exam fees
    - $315K – Mentoring Program
    - $112K – Specialization Program fees
- Projected expenses of $26 million (40.6% increase from last year end i.e. June 30, 2023) include:
    - Increased staff to support the legislated mandate requirements and operational needs. Strategic workforce planning in progress in which departments are working closely with Human Resources team. New positions are created to support governance and compliance with regulations and statutory Acts. This includes the restructure and establishment of Operations department to manage office administration, information technology, project management, procurement and compliance.
    - Continued development of the Enterprise Management System (EMS). Planning of phase 2 during the fiscal year.

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Summarized Statement of Operations
Budget for the fiscal year ending June 30, 2025

Summarized Statement of Operations	FY2025 Budget	FY2024 Q3 Forecast	Variance FY2025 Budget vs FY2024 Q3 Forecast	FY2024 Budget
Revenues				
Annual Fees	22,614,491	21,814,481	800,010	21,565,908
Exam Fees	568,912	565,030	3,882	958,750
Mentoring Program	315,160	(2,660)	317,820	1,207,075
Interest Income	1,425,000	1,791,838	(366,838)	1,281,500
Specialization Program Fees	112,000	439,650	(327,650)	222,390
Other Revenues	1,019,050	791,516	227,534	555,000
Total Revenues	**26,054,613**	**25,399,855**	**654,758**	**25,790,623**
Expenses				
Office of the CEO	2,098,333	2,895,756	(797,423)	3,228,416
Human Resources	705,935	960,775	(254,840)	1,477,055
Professional Conduct	4,730,117	4,414,538	315,579	4,859,823
Operations	2,711,139	1,481,169	1,229,970	1,702,991
Information Technology	3,021,420	3,225,195	(203,775)	2,802,180
Professional Standards, Research, Education and Policy	3,945,842	3,422,993	522,849	4,556,768
Communications & Stakeholder Relations	3,291,322	2,607,237	684,085	2,719,677
Registration	2,293,314	2,171,874	121,440	2,133,040
Governance, Board and AGM	507,091	464,626	42,465	829,705
Finance	2,652,845	2,370,841	282,004	1,525,438
Amortization of Capital Assets/Loss on disposal	225,900	176,224	49,676	244,500
Total Expenses	**26,183,258**	**24,191,228**	**1,992,030**	**26,079,593**
Excess/(Deficit): revenues over expenses	**$(128,645)**	**$1,208,627**	**$ (1,337,272)**	**$(288,970)**

Statement of Transition to College expenses and IT Infrastructure Development expenses

Transition to College expenses	FY2025 Budget	FY2024 Q3 Forecast	FY2024 Budget
Office of the CEO			
Legal fees	$ 125,000	$ 113,004	$ 100,000
Government relations	$ -	$ 95,560	$ 130,000
Consulting fees	$ -	$ 80,906	$ 200,000
	$ 125,000	$ 289,470	$ 430,000
Human Resources			
Legal	$ -	$ 11,250	$ 45,000
Professional Conduct			
UAP training & strategy	$ -	$ 1,237	$ 22,000
PREP			
Mentoring Program	$ 109,662	$ 36,100	$ 107,940
Research	$ 378,076	$ 309,849	$ 309,568
Quality Management	$ 80,000	$ 20,439	$ 177,584
	$ 567,738	$ 366,388	$ 595,092
Communications & Stakeholder Relations			
Branding	$ -	$ 62,278	$ 100,000
	$ -	$ 62,278	$ 100,000
Total Transition to College expenses	**$ 692,738**	**$ 730,623**	**$ 1,192,092**
IT Infrastructure Development			
EMS development	$ 1,700,000	$ 745,364	$ 1,628,240
Total IT Infrastructure Development expenses	**$ 1,700,000**	**$ 745,364**	**$ 1,628,240**

Proposed Capital Budget

	FY2025
Office	$ 20,000
IT - Computers	$ 50,000
Total proposed capital budget	$ 70,000

Revenues:

Annual fees revenue:

- RCIC annual fees: $1,809.25 + HST
- RISIA annual fees: $913 + HST
- Calculated based on estimated # of licensees in the chart below:

Estimated # of licensees:	RCIC	RISIA	Total
FY2025 - Beginning	12,372	433	12,805
Deduct:			
Revocations	(300)	(10)	
Resignations	(300)	(30)	
Deceased	(10)	-	
Net licensees	11,762	393	
Add: New licensees	857	50	
FY2025 - Ending	12,619	443	13,062
Annual fees revenue	**$22,249,355**	**$365,136**	**$22,614,491**

Exam fees revenue:

Exam fees revenue	Estimated # of writers	Total
RCIC EPE	880	$ 396,880
RISIA EPE	132	$ 59,532
Specialization Program Exam	250	$ 112,500
Total Exam fees revenue		**$568,912**

Mentoring Program revenue:

Program fee: $665
Re-enrolment fee: $532
Administrative Service fee: $150

Mentoring Program revenue	Estimated # of licensees	Intake	Program fee + Admin fees
RCIC	385	2 & 3	$ 315,160
Total Mentoring Program revenue			**$ 315,160**

Specialization Program Revenue:

Education pathway: $1,000
Program sunset by December 2024
Program application deadline: August 2024

Specialization program revenue	Estimated # of applicants	Cohorts	Total
Education Pathway	140	4	$ 112,000
Total Specialization program revenue			**$ 112,000**

Interest income - $1,425,000 including:

- Investment interest - $1,020,000
- Interest-bearing bank account - $405,000
    - Special interest arrangement with CIBC and RBC assumes to continue.

Other revenues - $1,019,050 including:

- Late fees - $73,800
- Tribunal revenue - $807,000
- Agent registration fees - $136,250

BUDGET BY DEPARTMENT:
Detailed budgets for departments:

Office of the CEO Budget

Office of the CEO	FY2025 Budget	FY2024 Forecast	FY2024 Budget
Salaries and benefits	1,633,133	2,377,285	2,379,026
Professional Development	31,800	11,963	35,250
Legal	247,500	270,594	305,000
Government & public relations	-	95,560	130,000
Travel	72,500	20,504	92,500
Conference registration	8,400	3,964	5,640
Crisis management	-	34,980	81,000
Consulting	105,000	80,906	200,000
Total	**$ 2,098,333**	**$ 2,895,756**	**$ 3,228,416**

- Salaries and benefits - $1,633K. Reduction in payroll expenses as some employees who are in area of project management, procurement and compliance are moved to Operations department.
- Legal – $248K including:
  - $10K - Trademarks and logos
  - $25K – Government policy legal support
  - $28K - Litigation
  - $60K – General corporate
  - $125K – By-law and regulation
- Consulting - $105K including fees for strategic planning, regulations and UAP
- Government/public relations and Crisis management – moved to Communications and Stakeholders Relations department

Human Resources Budget

Human Resources	FY2025 Budget	FY2024 Forecast	FY2024 Budget
Mandatory training	4,000	9,893	7,000
Conference registration	1,050	500	1,590
Corporate Team Building/PD	326,543	162,430	221,900
Recruitment	102,100	101,286	156,375
Consulting	139,315	132,672	382,000
HR projects	2,000	11,250	45,000
Legal	100,000	535,878	623,500
Travel	5,927	1,496	4,690
Accessibility/ergo equipment	25,000	5,370	35,000
Total	**$ 705,935**	**$ 960,775**	**$ 1,477,055**

- Corporate team building/PD – $327K
  - $137K – PD programs including LinkedIn Learning
  - $190K – All-staff meeting
- Recruitment - $102K, job ads and assessment, search fees, reports and screening check
- Consulting - $139K including services to support areas on pay and employment equity, DEI, accessibility, compensation, etc.
- Legal - $100K for support in employment and other HR related matters

Professional Conduct Department Budget

Professional Conduct	FY2025 Budget	FY2024 Forecast	FY2024 Budget
Salaries and benefits	3,712,782	3,366,156	3,654,986
Professional Development	64,700	39,490	65,580
External legal services	400,000	402,082	569,081
Legal research licences	9,135	8,380	9,135
Ext. investigator & mediator	102,000	120,664	81,280
Language services	71,500	69,832	71,500
Tribunal expenses	300,000	359,089	364,201
ICRO expenses	28,000	17,500	6,000
Travel	34,000	24,952	8,600
Conference registration	8,000	5,156	7,460
UAP training & strategy	-	1,237	22,000
Total	**$ 4,730,117**	**$ 4,414,538**	**$ 4,859,823**

- Salaries and benefits - $3,713K
- External legal services - $400K
- External investigator and mediator - $102K
    - Mediators - $28K
    - Investigators - $74K
- Tribunal expenses - $300K

Operations (formerly Corporate Services) Budget

Operations	FY2025 Budget	FY2024 Forecast	FY2024 Budget
Salaries and benefits	1,700,539	580,760	673,091
Professional Development	20,600	3,016	7,000
Office rent	451,000	653,373	671,000
Office supplies	30,500	25,028	24,500
Courier & postage	35,000	29,572	26,000
Office equipment lease	6,000	5,696	13,400
Repair & maintenance	11,000	36,209	32,000
Consulting	50,000	(90,153)	-
Legal professional services	135,000	-	-
Insurance	255,000	233,074	240,000
Conference registration	6,500	1,622	6,500
Travel	10,000	2,972	9,500
Total	**$ 2,711,139**	**$ 1,481,169**	**$ 1,702,991**

- Salaries and benefits - $1,701K including areas of project management, procurement, compliance (these are formerly under the Office of the CEO), office administration and IT
- Office rent - $451K (Burlington office 10/F only effective December 2024)
- Insurance – $255K including the following insurance coverages
    - D&O Liability
    - Employment Practices and Fiduciary Liability
    - E&O Liability
    - Cybersecurity
    - Commercial General Liability
- Legal professional services - $135K including compliance and procurement
- Consulting - $50K for document management

Information Technology Budget

Information Technology	FY2025 Budget	FY2024 Forecast	FY2024 Budget
Internet services	10,800	11,288	10,800
Telephony	49,570	47,475	47,500
Cloud resources	372,392	305,457	349,620
On-premise resources	73,448	41,212	94,300
Department software	537,458	464,527	541,720
IT Consulting	15,000	33,840	130,000
IT EMS	1,962,752	2,321,396	1,628,240
Total	**$ 3,021,420**	**$ 3,225,195**	**$ 2,802,180**

- Cloud resources - $372K including Office 365, Smartsheet, Adobe, Zoom, Freshdesk, Officio, College App and other subscriptions
- Department software - $537K
  - $285K – Professional Standards, Research, Education and Policy
  - $126K – Communications and Stakeholder Relations
  - $ 42K – Professional Conduct
  - $ 38K – Finance
  - $ 31K – Registration
  - $ 15K – Human Resources
- EMS - $1,963K for phase 2 development and ongoing support
  - Software - $263K
  - Development and support - $1,700K

Professional Standards, Research, Education and Policy (PREP) Budget

PREP	FY2025 Budget	FY2024 Forecast	FY2024 Budget
Salaries and benefits	3,271,059	2,945,155	3,367,023
Professional Development	47,748	20,730	52,216
PME course development	12,000	46,115	38,576
Specialization	15,097	22,072	20,246
Travel	20,700	16,753	26,725
Conference registration	11,500	5,780	13,190
Quality Management	80,000	20,439	177,584
Mentoring Program	109,662	36,100	551,640
Research	378,076	309,849	309,568
Total	**$ 3,945,842**	**$ 3,422,993**	**$ 4,556,768**

- Salaries and benefits - $3,271K
- Quality Management - $80K for development of program
- Mentoring program (RCIC) - $110K. Intake 2 and 3.
    - 50 mentors/intake
    - $1K/stipend
- Research - $378K including entry-to-practice (EPE) exam development; assessment development, research fellowships, forensic analysis and Research Symposium

Communications & Stakeholder Relations Department Budget

Communications & Stakeholder Relations	FY2025 Budget	FY2024 Forecast	FY2024 Budget
Salaries and benefits	2,176,822	1,911,310	1,628,427
Professional Development	28,500	8,048	21,250
Advertisements & outreach	100,000	79,476	112,000
Fraud prevention & outreach	448,000	362,000	452,000
Tradeshows & sponsorships	78,000	61,022	88,000
Social media/outreach	50,000	18,132	55,000
Printing	15,000	16,263	10,000
Translations	100,000	31,072	100,000
Promotional items and mailers	25,000	19,997	80,000
Travel	85,000	33,736	71,000
Conference registration	20,000	3,903	2,000
Government and public relations	120,000	-	-
Crisis Management	45,000	-	-
Branding	-	62,278	100,000
Total	**$ 3,291,322**	**$ 2,607,237**	**$ 2,719,677**

- Salaries and benefits - $2,177k
- Advertisements & outreach - $100K including advertisements in *Canadian Immigrant Magazine* and outreach for Mentoring Program and Research Symposium
- Fraud prevention & outreach – $448K including Fraud Prevention Month campaign and media buys
- Tradeshows and Sponsorship - $78K including exhibiting and conferences registration costs and sponsorship
- Social media & outreach - $50K to boost posts of the College's platforms
- Government and public relations - $120K including monthly support from GR firm. Moved from Office of the CEO
- Crisis Management - $45K including workshop and crisis management plan development. Moved from the Office of the CEO

Registration Budget

Registration	FY2025 Budget	FY2024 Forecast	FY2024 Budget
Salaries and benefits	2,025,935	1,919,084	1,902,795
Professional Development	32,680	4,325	26,700
RISIA EPE administration	11,616	13,196	11,579
RCIC EPE administration	173,945	145,821	105,400
SP exam administration	22,000	57,700	59,283
Cert and ID support	7,794	9,995	7,794
Conference registration	8,093	5,352	7,040
Travel	11,251	16,400	12,449
Total	**$ 2,293,314**	**$ 2,171,874**	**$ 2,133,040**

- Salaries and benefits – $2,026K
- RISIA EPE - $12K. Administration costs for exam portal and invigilation services
- RCIC EPE - $174K. Administration costs for exam portal and invigilation services
- Specialization exam - $22K. Administration costs for exam portal and invigilation services

Governance Budget

Governance, Board and AGM	FY2025 Budget	FY2024 Forecast	FY2024 Budget
Director fees	89,791	83,454	120,355
Board meetings/AGM/licensee events	387,300	345,624	663,350
Board Travel	-	35,548	16,000
Board training & others	30,000	-	30,000
Total	**$ 507,091**	**$ 464,626**	**$ 829,705**

- Director fees - $90K including payroll and related taxes incurred for board, committee and other meetings, travel time and monthly fees for Chair and Vice-Chair
- Board meetings/AGM/licensee events – $387K including travel, accommodation, facilities and other related expenses

Finance Budget

Finance	FY2025 Budget	FY2024 Forecast	FY2024 Budget
Salaries and benefits	818,635	774,532	766,218
Professional Development	16,610	9,079	16,620
Audit fees	60,000	60,667	70,000
Consulting services	14,000	28,518	5,000
Travel	2,300	2,703	2,000
Conference registration	1,600	1,850	2,000
Card Administration	704,800	595,171	592,000
Bad Debts	1,027,000	889,615	46,000
Bank Charges & other fees	7,900	8,706	25,600
Total	**$ 2,652,845**	**$ 2,370,841**	**$ 1,525,438**

- Salaries and benefits - $819K
- Credit Card administration – $705K
    - Increased volume of online payment transactions
    - Higher merchant fees charged by card payment processor
- Bad debts - $1,027K including bad debts provision for general licensee fees and cost and fine awards billing

Statement of Changes in Net Assets

			Restricted				
	Unrestricted	Invested in Capital Assets	D&O Liability & Immunity from Civil Litigation	Professional Conduct	Transition to College	IT Infrastructure Development	Total
Balance - Beginning as of July 1, 2023	$ 19,796,576	$ 293,030	$ 4,000,000	$ 1,300,000	$ 885,811	$ 745,364	$ 27,020,781
Excess of revenues over expenditures (FY2024 Forecast) estimated	2,855,383	(170,769)	-	-	(730,623)	(745,364)	1,208,627
Capital asset additions estimate, net	(1,469,000)	1,469,000					-
Replenish Restricted Reserve (Recommendation)	(1,500,000)		(2,000,000)		-	3,500,000	-
Balance - End of FY2024 projected	19,682,959	1,591,261	2,000,000	1,300,000	155,188	3,500,000	28,229,408
Excess of revenues over expenditures (FY2025 Budget)	1,952,443	(225,900)	-	-	(155,188)	(1,700,000)	(128,645)
Capital assets addition	(70,000)	70,000					-
Balance - End of FY2025 projected	**$ 21,565,402**	**$ 1,435,361**	**$ 2,000,000**	**$ 1,300,000**	**$ (0)**	**$ 1,800,000**	**$ 28,100,763**

Consideration:

- Potential establishment of Compensation Fund as restricted asset. Amount to be determined once the Regulations are developed.
- Exhaustion of Transition to College and IT Infrastructure Development reserve funds. Recommendation for approval of the following at year end:
  - Not to replenish Transition to College Restricted Reserve Fund. This Fund which will be fully utilized during next fiscal year. On-going expenses are considered operational.
  - Setting aside $3.5 million for IT Infrastructure Development Restricted Reserve Fund. The Fund would be for:
    - Additional system features
    - Support the anticipated Regulations
    - Plan for next development phase
  - D&O Liability and Immunity from Civil Litigation Restricted Reserve Fund to be reduced by $2 million.
    - To recognize the change in the College Act which now provides immunity
    - Full D&O insurance coverage in place

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MEMORANDUM

To: **Board of Directors**

From: **Tim D'Souza**
Chair, Finance and Audit Committee

Re: **Agenda Item 12 – Auditor Engagement and Remuneration**

Date: **June 20, 2024**

Summary:
As per the Committees Terms of Reference, the Finance and Audit Committee (FAC) is reporting on the Auditor Engagement Letter.

Requested Action:
For the information of Board of Directors. No action required.

Discussion/Analysis:
The purpose of the audit engagement letter is to establish a formal agreement between the auditor and the College regarding the terms, scope and expectations of the audit engagement. It promotes transparency and accountability by:

- Defining the scope of the audit, including the specific areas, financial statements, or processes to be audited, as well as any limitations or exclusions.
- Outlining the responsibilities of both the auditor and the client, such as the auditor's responsibility to conduct the audit in accordance with professional standards, and the client's responsibility to provide access to information and personnel.
- Establishing the limitations of the auditor's services and any exclusions or disclaimers.

The Committee reviewed the Auditor Engagement Letter provided by Grant Thornton, LLP at their Committee meeting of May 16, 2024. There were no areas of concern noted.

CICC College of Immigration and Citizenship Consultants
CCIC Collège des consultants en immigration et en citoyenneté

MEMORANDUM

To: **Board of Directors**

From: **Tim D'Souza**
Chair, Finance and Audit Committee

Re: **Agenda Item 12 – Auditor Engagement and Remuneration**

Date: **June 20, 2024**

Summary:
The Board of Directors is asked to review and approve the proposed remuneration of the Auditor.

Requested Action:

THAT: the remuneration fee of the Auditor, Grant Thornton, LLP for fiscal year 2024, be and is hereby approved with immediate effect.

Discussion/Analysis:
Grant Thornton has proposed a fee of $50,000 to conduct the audit for fiscal 2024. This fee is in line with industry averages for a company our size and complexity. This fee has not increased over the prior year.

The deliverables of the audit will include:

- Communication of audit strategy
- Communication for audit results
- Independent auditor's report on the June 30, 2024 financial statements
- Tax return – T2 and T1044

The fee is based on the scope of work at the time of preparing the Audit Plan. The Auditor has indicated that additional procedures will be required in connection with review of iMIS and will advise of any variances to the quoted fee which has been indicated as an additional $8,000 - $12,000. The cost of translation will also be in addition to the quoted fee.

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MEMORANDUM

To: **Board of Directors**

From: **Ben Rempel**
Chair, Governance and Nominating Committee

Re: **Agenda Item 13 – Review of College Licensee Policies – Revised Eligibility to Obtain Class L3 RCIC-IRB Unrestricted Practice Policy**

Date: **June 20, 2024**

Summary:
Amendments to the Eligibility to Obtain Class L3 RCIC-IRB Unrestricted Practice Policy is presented to the Board of Directors for approval.

Requested Action:

THAT: the Eligibility to Obtain Class L3 RCIC-IRB Unrestricted Practice Policy in substantially the form attached hereto, be and is hereby approved with immediate effect.

Discussion/Analysis:
This policy outlines the requirements to obtain the Class L3 RCIC-IRB Unrestricted Practice Class of Licence. Practice before the IRB became a Restricted Area of Practice as of July 1, 2023. In support of the College's mandate to protect the public, only RCICs with the RCIC-IRB Unrestricted Practice Class of Licence are authorized to practise before the IRB as of July 1, 2023.

Background:
The Eligibility to Obtain the RCIC-IRB Class of Licence Policy was approved by the Board on April 16, 2021. On March 10, 2023, the Board approved updating terminology of College policies to be consistent with the College Act and the Code of Professional Conduct. The Registration Department requests the GNC to review these proposed amendments, which are summarized below, and recommend them to the Board of Directors for approval. A copy of the policy, blacklined to show the proposed amendments, and a clean copy of the amended policy are attached to this memorandum as Appendix A and Appendix B, respectively.

Summary of Proposed Recommendations:

(1) The policy will be renamed to align with section 10.4 of By-law 2021-2 – Class L3 Licence RCIC-IRB Unrestricted Practice.
(2) References to "ICCRC", "member" and "learner" will be updated to "College" and "licensee."
(3) Definitions are revised to align with definitions in the By-law.
(4) New definitions are added to support the policy.
(5) A note is included (s.6) to advise that the PLAR and Hybrid pathways will be discontinued after the final deadlines.
(6) Clarification is added to section 6 - Enrollment in multiple pathways simultaneously is not permitted (6.4)
(7) Section 7 - previous 7.1 deleted (The exam consists of two parts: multiple choice and a practical exam. Specialization Exam fees are not included in the pathway fees).
(8) Added new section 7
    - 7.1 - The Specialization Exam application process, together with the supporting document requirements, shall be determined from time-to-time by the Registrar and published on the application website.
    - 7.2 - A Candidate who fails to pass the Specialization Exam after a fourth attempt may, at the discretion of the Registrar, be required to enrol in or reenrol in and complete appropriate education courses or programs before being permitted to attempt the Specialization Exam again.
    - 7.3 - A Candidate who begins the Specialization Exam and does not complete the exam is considered to have used one of the four exam attempts.

Authority for proposed action:
Section 3.1 of the By-law authorizes the Board to make Regulations and policies in furtherance of the purpose of the College. Section 14.1 of the By-law allows the Board to establish and maintain standards. Section 10.4 of the By-law prescribes the qualifications for licensees to obtain a Class L3 RCIC-IRB Unrestricted Practice.

Attachments:
Appendix A – Revised Eligibility to Obtain Class L3 RCIC-IRB Unrestricted Practice Policy – Blacklined
Appendix B – Revised Eligibility to Obtain Class L3 RCIC-IRB Unrestricted Practice Policy – Clean

Appendix A

CICC College of Immigration and Citizenship Consultants
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ELIGIBILITY TO OBTAIN ~~THE~~ CLASS L3 LICENCE – RCIC-IRB ~~– CLASS OF LICENCE~~ UNRESTRICTED PRACTICE POLICY

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GUIDING DOCUMENT(S):	**DOCUMENT TYPE:**
By-law 2021-2, 10.4 College Act Specialization Exam Candidate Guide Assessment and Grading Policy Academic Integrity Policy	~~Operational – External~~Public Facing - External
ADMINISTRATOR(S): Registration Department	**DOCUMENT NUMBER**: ~~RD/PRO/POL/001/02~~ RD/PRO/POL/001/03
EFFECTIVE DATE: ~~March 2023~~ June 20, 2024	**REVISION DATE:** June 20, 2026~~March 2025~~

PURPOSE

This policy sets out the criteria for a Regulated Canadian Immigration Consultant (RCIC) to obtain the Class L3 Licence RCIC-IRB Unrestricted Practice ~~Class of Licence~~, authorizing them to practise before the Immigration and Refugee Board of Canada (IRB) as of July 1, 2023.

RATIONALE

The objective of this policy is to outline the requirements to obtain the Class L3 Licence RCIC-IRB Unrestricted Practice ~~Class of Licence~~. ~~This RCIC-IRB Class of Licence will be required for all RCICs who wish to practise before the IRB as of July 1, 2023~~. Practice before the IRB becameo~~mes~~ a Restricted Area of Practice as of July 1, 2023. In support of the College's mandate to protect the public, only RCICs with the Class L3 Licence RCIC-IRB Unrestricted Practice ~~Class of Licence~~ will be authorized to practise before the IRB as of July 1, 2023. Non-graduates of the Graduate Diploma Program (GDP) can qualify for this licence by successfully completing one of the Specialization Program pathways and then passing the Specialization Exam.

APPLICATION AND SCOPE

This policy applies to RCICs wishing to obtain the Class L3 Licence RCIC-IRB Unrestricted Practice ~~Class of Licence~~ authorizing them to practise before the Immigration and Refugee Board of Canada (IRB) as of July 1, 2023.

DEFINITIONS

In this Policy, capitalized terms, unless otherwise defined herein, have the same meaning as they do in the By-law.

Assessment – ~~Refers to~~ means any form of licensee activity in a Course or Program where a grade is to be granted. [*évaluation*]

Candidate – means~~Refers to~~ an individual who is registered for an Examination. [*candidat*]

Class L3 Licence RCIC-IRB Unrestricted Practice – means the class of licence that enables the licensee to use the RCIC-IRB designation and to represent or assist in the representation of clients before the Immigration and Refugee Board of Canada (IRB). [*Catégorie de permis N3 – pratique sans restriction à titre de CRIC-CISR*]

Course – ~~A~~means a set of classes or a plan of study on a particular subject. Courses may be offered online, face-to-face or as a combination of the two. [*cours*]

Education pathway – means~~Refers to~~ the College's Specialization Program Education pathway which requires eligible RCICs to demonstrate their knowledge, skills and judgment in the Restricted Area of Practice to determine their eligibility to write the Specialization Exam. [*voie de la formation*]

Immigration and Refugee Board (IRB) – means~~Refers to~~ the Immigration and Refugee Board of Canada and includes all four divisions: Immigration Division (ID), Refugee Protection Division (RPD), Immigration Appeal Division (IAD), and Refugee Appeal Division (RAD). [*Commission de l'immigration et du statut de réfugié (CISR)*]

In Good Standing – means~~Refers to~~ an individual who is not in arrears in respect of any amount payable by such individual to the College for a period in excess of ~~longer than~~ the time specified in the By-laws, is current and in full compliance with the requirements of section 1.1(oo~~00~~) (New-Licensee Mentoring Program), section 36 (Learning and Development) and section 41 (Professional Liability Insurance), and their~~whose~~ licence with the College is not under suspension for any cause whatsoever. [*en règle*]

Prior Learning Assessment and Recognition (PLAR) pathway – means~~Refers to~~ the College's Prior Learning Assessment and Recognition pathway which requires eligible RCICs to demonstrate their knowledge, skills and judgment in the Restricted Area of Practice to determine their eligibility to write the Specialization Exam. [*voie de l'évaluation et de la reconnaissance des acquis (ÉRA)*]

Program – ~~A~~means course of study, typically comprised of multiple courses. [*programme*]

Program Fees – means~~Refers to~~ the cost of taking a College education Program, plus all applicable taxes. [*frais rattachés au programme*]

~~**RCIC-IRB Class of Licence** – Enables the licensee to use the RCIC-IRB designation and to represent or assist in the representation of clients before the Immigration and Refugee Board of Canada (IRB). [*catégorie de permis CRIC-CISR*]~~

Restricted Area of Practice – means the r~~R~~epresentation of, or assisting in~~,~~ the representation of, a client before the Immigration and Refugee Board (IRB). [*domaine d'exercice restreint*]

Specialization Exam – means a~~A~~ competency-based exam used to qualify an RCIC for the Class L3 Licence RCIC-IRB Unrestricted Practice ~~Class of Licence~~ which permits the RCIC to practise before the IRB. ~~The exam consists of two parts: (1) 95 multiple-choice questions and (2) 95 case-based questions. (1) a multiple-choice exam and (2) a practical exam.~~ [*examen menant à la spécialisation*]

POLICY REQUIREMENTS

1. ELIGIBILITY REQUIREMENTS

1.1 An RCIC is eligible to apply for the Class L3 Licence RCIC-IRB Unrestricted Practice ~~class of licence~~ if they:

(a) Are a member In Good Standing with the College.

(b) Have completed all requirements of an approved pathway.

(c) Have successfully completed the Specialization Exam.

SELECTION OF AN APPROVED PATHWAY

2.1 The College reserves the right to determine whether an RCIC's prior training or prior experience meets the admission criteria to the appropriate pathway.

2.2 An RCIC may only attempt the Specialization Exam if they have completed:

(a) The College's Education Pathway; or

(b) The College's PLAR pathway; or

(c) The College's Hybrid pathway.

~~2.~~ 3. EXEMPTIONS FROM APPROVED PATHWAYS

3.1 Graduates from the Queen's University Graduate Diploma in Immigration and Citizenship Law program and the D.E.S.S. en réglementation canadienne et québécoise de l'immigration offered by the Université de Montréal who are successful in the College's Entry-to-Practice Exam will be issued the Class L3 Licence RCIC-IRB Unrestricted Practice ~~licence~~ and will be exempt from having to take the approved pathways.

~~3.1 **Note:** *PLAR and Hybrid pathways of the Specialization Program have been discontinued following final deadlines. The Education Pathway will remain the only pathway available to current licensees to obtain the RCIC-IRB Class of Licence.* – *moved to section 6*~~

~~3.~~ 4. DUAL LICENSEES

4.1 RCICs who are also paralegals and are actively registered with the Law Society of Ontario (i.e., dual licensees) are authorized to practise in the Restricted Area of Practice, provided they are practising under their paralegal licence and not their RCIC licence.

4.2 RCICs who are also lawyers and are actively registered with a provincial law society in Canada (i.e., dual licensees) are authorized to practise in the Restricted Area of Practice, provided they are practising under their law licence and not their RCIC licence.

4.3 Dual licensees who wish to practise before the IRB under their RCIC licence must complete one of the approved pathways and pass the Specialization Exam.

4.4 Dual licensees must disclose to their clients the licence under which they are practising.

~~4.~~ 5. COMPLETION OF APPROVED PATHWAYS

5.1 Eligibility for the Class L3 Licence RCIC-IRB Unrestricted Practice ~~Licence RCIC-IRB Class of LicenceUnrestricted Practice~~ is determined by satisfactory completion of all requirements related to the College's approved pathways and the Specialization Exam.

~~5.~~ 6. SPECIALIZATION PROGRAM PATHWAYS

~~5.1~~ 6.1 Education pathway: Successful completion of the following 5 Courses: Foundations of the IRB, Foundations of the ID, Foundations of the IAD, Foundations of the RPD, and Foundations of the RAD.

~~5.2~~ 6.2 PLAR pathway: Demonstration of sufficient evidence of IRB prior learning in all competencies for the Courses listed ~~above~~in 6.1. This pathway was ~~retir~~discontinued in 2023.

~~5.3~~ 6.3 Hybrid pathway (combination of Education pathway and PLAR pathway): Successful completion of a combination of the ~~above~~ pathways. This pathway was discontinu~~retir~~ed in 2023.

~~5.4~~ 6.4 Enrollment in multiple pathways simultaneously was~~is~~ not permitted.

~~6.~~ 7. SPECIALIZATION EXAM

~~6.1~~ 7.1 ~~The exam consists of two parts: (1) a multiple-choice exam 95 multiple-choice questions and (2) a practical exam.95 case-based questions.~~

~~A candidate that fails to write~~ The Specialization Exam application process, together with the supporting document requirements, shall be determined from time-to-time by the Registrar and published on the application website.

7.2 A Candidate who fails to pass the Specialization Exam after a fourth attempt may, at the discretion of the Registrar, be required to enrol in or re-enrol in and complete appropriate education courses or programs before being permitted to attempt the Specialization Exam again.

~~6.2~~7.3 A Candidate who begins the Specialization Exam and does not complete the exam is considered to have used one of the four attempts to pass the exam.

~~7.~~ 8. SPECIALIZATION PROGRAM AND ASSOCIATED FEES

Education Pathway Fees	
Full Program (All 5 Courses)	$1,000.00
PLAR Pathway Fees (~~Ð~~Discontinued)	
PLAR (Competence assessed in all areas)	$350.00
Hybrid Pathway Fees (~~Ð~~Discontinued)	
PLAR Application (1 PLAR credit)	$250.00
PLAR Application (2 PLAR credits)	$250.00
PLAR Application (3 PLAR credits)	$300.00
PLAR Application (PLAR Pathway)	$350.00
Retake or Reassessment Fees	
Individual Course	$200.00
Individual PLAR (~~Ð~~Discontinued)	$50.00
Specialization Exam Fees	
Specialization Exam	$450.00
Fees do not include taxes. Applicable taxes will be added based on the RCIC's province of residence. As per College policies, refunds will not be issued.	

~~RESOURCES~~

~~Specialization Exam Candidate Guide~~

~~Assessment and Grading Policy~~

~~Academic Integrity Policy~~

APPROVAL AND REVIEW

	Details *If relevant, add notes to alert readers about the modifications to the document (e.g., updated wording from Council to College)*	**Approval Authority**	**Date**
Original Approval	N/A	Board of Directors	2021/04/16
Revision	Updated wording and definitions for consistency with College terminology	Board of Directors pending ~~(pending)~~	~~2023/09~~03~~/XX~~10 2024/06/20

	as per Board approval on March 10, 2023 Definition of Candidate was added Definitions for Education Pathway and SP Exam updated Note – PLAR and Hybrid Pathways retirdiscontinued in 2023 (s.6.2, 6.3) Additional information added to section 67		

Appendix B

CICC College of Immigration and Citizenship Consultants
CCIC Collège des consultants en immigration et en citoyenneté

ELIGIBILITY TO OBTAIN CLASS L3 LICENCE RCIC-IRB UNRESTRICTED PRACTICE POLICY

Version: 2024-003
Pending Approval by the Board of Directors June 20, 20224

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GUIDING DOCUMENT(S): By-law 2021-2, 10.4 College Act Specialization Exam Candidate Guide Assessment and Grading Policy Academic Integrity Policy	**DOCUMENT TYPE:** –Public Facing - External
ADMINISTRATOR(S): Registration Department	**DOCUMENT NUMBER**: RD/PRO/POL/001/03
EFFECTIVE DATE: June 20, 2024	**REVISION DATE:** June 20, 2026

PURPOSE

This policy sets out the criteria for a Regulated Canadian Immigration Consultant (RCIC) to obtain the Class L3 Licence RCIC-IRB Unrestricted Practice, authorizing them to practise before the Immigration and Refugee Board of Canada (IRB) as of July 1, 2023.

RATIONALE

The objective of this policy is to outline the requirements to obtain the Class L3 Licence RCIC-IRB Unrestricted Practice. . Practice before the IRB became a Restricted Area of Practice as of July 1, 2023. In support of the College's mandate to protect the public, only RCICs with the Class L3 Licence RCIC-IRB Unrestricted Practice will be authorized to practise before the IRB as of July 1, 2023. Non-graduates of the Graduate Diploma Program (GDP) can qualify for this licence by successfully completing one of the Specialization Program pathways and then passing the Specialization Exam.

APPLICATION AND SCOPE

This policy applies to RCICs wishing to obtain the Class L3 Licence RCIC-IRB Unrestricted Practice authorizing them to practise before the Immigration and Refugee Board of Canada (IRB) as of July 1, 2023.

DEFINITIONS

In this Policy, capitalized terms, unless otherwise defined herein, have the same meaning as they do in the By-law.

Assessment – means any form of licensee activity in a Course or Program where a grade is to be granted. [*évaluation*]

Candidate – means an individual who is registered for an Examination. [*candidat*]

Class L3 Licence RCIC-IRB Unrestricted Practice – means the class of licence that enables the licensee to use the RCIC-IRB designation and to represent or assist in the representation of clients before the Immigration and Refugee Board of Canada (IRB). [*Catégorie de permis N3 – pratique sans restriction à titre de CRIC-CISR*]

Course – means a set of classes or a plan of study on a particular subject. Courses may be offered online, face-to-face or as a combination of the two. [*cours*]

Education pathway – means the College's Specialization Program Education pathway which requires eligible RCICs to demonstrate their knowledge, skills and judgment in the Restricted Area of Practice to determine their eligibility to write the Specialization Exam. [*voie de la formation*]

Immigration and Refugee Board (IRB) – means the Immigration and Refugee Board of Canada and includes all four divisions: Immigration Division (ID), Refugee Protection Division (RPD), Immigration Appeal Division (IAD), and Refugee Appeal Division (RAD). [*Commission de l'immigration et du statut de réfugié (CISR)*]

In Good Standing – means an individual who is not in arrears in respect of any amount payable by such individual to the College for a period in excess of the time specified in the By-laws, is current and in full compliance with the requirements of section 1.1(oo) (New-Licensee Mentoring Program), section 36 (Learning and Development) and section 41 (Professional Liability Insurance), and their licence with the College is not under suspension for any cause whatsoever. [*en règle*]

Prior Learning Assessment and Recognition (PLAR) pathway – means the College's Prior Learning Assessment and Recognition pathway which requires eligible RCICs to demonstrate their knowledge, skills and judgment in the Restricted Area of Practice to determine their eligibility to write the Specialization Exam. [*voie de l'évaluation et de la reconnaissance des acquis (ÉRA)*]

Program – means course of study, typically comprised of multiple courses. [*programme*]

Program Fees – means the cost of taking a College education Program, plus all applicable taxes. [*frais rattachés au programme*]

Restricted Area of Practice – means the representation of, or assisting in the representation of, a client before the Immigration and Refugee Board (IRB). [*domaine d'exercice restreint*]

Specialization Exam – means a competency-based exam used to qualify an RCIC for the Class L3 Licence RCIC-IRB Unrestricted Practice which permits the RCIC to practise before the IRB. [*examen menant à la spécialisation*]

POLICY REQUIREMENTS

1. ELIGIBILITY REQUIREMENTS

1.1 An RCIC is eligible to apply for the Class L3 Licence RCIC-IRB Unrestricted Practice if they:

(a) Are a member In Good Standing with the College.

(b) Have completed all requirements of an approved pathway.

(c) Have successfully completed the Specialization Exam.

SELECTION OF AN APPROVED PATHWAY

2.1 The College reserves the right to determine whether an RCIC's prior training or prior experience meets the admission criteria to the appropriate pathway.

2.2 An RCIC may only attempt the Specialization Exam if they have completed:

(a) The College's Education Pathway; or

(b) The College's PLAR pathway; or

(c) The College's Hybrid pathway.

3. EXEMPTIONS FROM APPROVED PATHWAYS

3.1 Graduates from the Queen's University Graduate Diploma in Immigration and Citizenship Law program and the D.E.S.S. en réglementation canadienne et québécoise de l'immigration offered by the Université de Montréal who are successful in the College's Entry-to-Practice Exam will be issued the Class L3 Licence RCIC-IRB Unrestricted Practice and will be exempt from having to take the approved pathways.

4. DUAL LICENSEES

4.1 RCICs who are also paralegals and are actively registered with the Law Society of Ontario (i.e., dual licensees) are authorized to practise in the Restricted Area of Practice, provided they are practising under their paralegal licence and not their RCIC licence.

4.2 RCICs who are also lawyers and are actively registered with a provincial law society in Canada (i.e., dual licensees) are authorized to practise in the Restricted Area of Practice, provided they are practising under their law licence and not their RCIC licence.

4.3 Dual licensees who wish to practise before the IRB under their RCIC licence must complete one of the approved pathways and pass the Specialization Exam.

4.4 Dual licensees must disclose to their clients the licence under which they are practising.

5. COMPLETION OF APPROVED PATHWAYS

5.1 Eligibility for the Class L3 Licence RCIC-IRB Unrestricted Practice is determined by satisfactory completion of all requirements related to the College's approved pathways and the Specialization Exam.

6. SPECIALIZATION PROGRAM PATHWAYS

6.1 Education pathway: Successful completion of the following 5 Courses: Foundations of the IRB, Foundations of the ID, Foundations of the IAD, Foundations of the RPD, and Foundations of the RAD.

6.2 PLAR pathway: Demonstration of sufficient evidence of IRB prior learning in all competencies for the Courses listed in 6.1. This pathway was discontinued in 2023.

6.3 Hybrid pathway (combination of Education pathway and PLAR pathway): Successful completion of a combination of the pathways. This pathway was discontinued in 2023.

6.4 Enrollment in multiple pathways simultaneously was not permitted.

7. SPECIALIZATION EXAM

7.1 The Specialization Exam application process, together with the supporting document requirements, shall be determined from time-to-time by the Registrar and published on the application website.

7.2 A Candidate who fails to pass the Specialization Exam after a fourth attempt may, at the discretion of the Registrar, be required to enrol in or re-enrol in and complete appropriate education courses or programs before being permitted to attempt the Specialization Exam again.

7.3 A Candidate who begins the Specialization Exam and does not complete the exam is considered to have used one of the four attempts to pass the exam.

8. SPECIALIZATION PROGRAM AND ASSOCIATED FEES

Education Pathway Fees	
Full Program (All 5 Courses)	$1,000.00
PLAR Pathway Fees (Discontinued)	
PLAR (Competence assessed in all areas)	$350.00
Hybrid Pathway Fees (Discontinued)	
PLAR Application (1 PLAR credit)	$250.00
PLAR Application (2 PLAR credits)	$250.00
PLAR Application (3 PLAR credits)	$300.00

PLAR Application (PLAR Pathway)	$350.00
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APPROVAL AND REVIEW

	Details *If relevant, add notes to alert readers about the modifications to the document (e.g., updated wording from Council to College)*	**Approval Authority**	**Date**
Original Approval	N/A	Board of Directors	2021/04/16
Revision	Updated wording and definitions for consistency with College terminology as per Board approval on March 10, 2023 Definition of Candidate was added Definitions for Education Pathway and SP Exam updated Note – PLAR and Hybrid Pathways discontinued in 2023 (s.6.2, 6.3) Additional information added to section 6	Board of Directors pending	2024/06/20

CICC CCIC
College of Immigration and Citizenship Consultants
Collège des consultants en immigration et en citoyenneté

MEMORANDUM

To: **Board of Directors**

From: **Ben Rempel**
Chair, Governance and Nominating Committee

Re: **Agenda Item 13 – Review of College Licensee Policies – Revised Research Policy**

Date: **June 20, 2024**

Summary:
Amendments to the Research Policy is presented to the Board of Directors for approval.

Requested Action:

THAT: the Research Policy in substantially the form attached hereto, be and is hereby approved with immediate effect.

Discussion/Analysis:
Authority for proposed action (Statute/Articles/Bylaw/Regulation)

- By-law 2021-1 section 3.1 - Board Authority allows the Board to "make Regulations and policies with regard to any matter not inconsistent with provincial and federal legislation or the By-laws of the Council, and in particular may make Regulations and policies pursuant to or in furtherance of the purpose of the Council".

Background considerations:
The Research Policy was approved by the Board of Directors on March 10, 2023. The policy applies to all individuals conducting research and scholarly work on behalf of the College. The Research Policy promotes integrity for staff and for commissioned research by the College and provides a process for identifying and addressing allegations of research misconduct.

Summary of Proposed Recommendations:
The current Research Policy is amended to include Fellows participating in the College Research Fellowship Program as follows:

- The Application and Scope is amended to include Fellows participating in the College Fellowship Program.
- Definitions of Fellow and Fellowship have been added.
- Section 3 is amended to 'Researchers and/or Fellows.

Reasons for Proposed Recommendations:

- Research is an integral component of program and policy development. The Research Fellowship Program supports the Professional Standards, Research, Education and Policy (PREP) department in undertaking educational and capacity building research in areas aligned with the strategic direction of the College.
- Fellows participating in the Fellowship Program must adhere to the highest standards of ethical conduct in every aspect of research as described in the Research Policy.
- The Research Policy provides consistency for all areas of internal and external research practices.

Attachment:

Appendix A – Revised Research Policy – Blacklined
Appendix B – Revised Research Policy – Clean

Appendix A

RESEARCH POLICY

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GUIDING DOCUMENT(S)	DOCUMENT TYPE
By-law 2021-2, s.3.1 – Board Authority Academic Integrity Policy	Internal and External Operational
ADMINISTRATOR(S)	**DOCUMENT NUMBER**
Professional Standards, Research, Education and Policy (PREP) Department	PREP/RES/POL/001/01
EFFECTIVE DATE	**REVISION DATE**
March 2023	March 2025

PURPOSE

This policy promotes integrity in Research conducted or commissioned by the College and provides a process for addressing allegations of Research Misconduct.

RATIONALE

Research integrity requires the College to follow the highest standards of ethical Conduct in every aspect of Research including proposals, Fellowships, the Research itself, reports and publication.

APPLICATION AND SCOPE

This policy applies to all individuals, including those in the College Fellowship Program, conducting Research and scholarly work on behalf of the College and whose Conduct and obligations are subject to the College's Academic Integrity Policy and the *Code of Professional Conduct for College of Immigration and Citizenship Consultants Licensees*.

DEFINITIONS

In this policy, capitalized terms, unless otherwise defined herein, have the same meaning as they do in the By-law and/or Regulations.

Academic Integrity – the College supports the International Centre for Academic Integrity's definition of Academic Integrity as acting in all academic matters with honesty, trust, fairness, respect, responsibility, and courage. [*intégrité académique*]

Agencies – means Canada's three federal granting Agencies: the Canadian Institutes of Health Research (CIHR); the Natural Sciences and Engineering Research Council of Canada (NSERC); and the Social Sciences and Humanities Research Council of Canada (SSHRC). [*organismes*]

Author – means the writer, or contributing writer, of a Research publication or document. [*auteur*]

Breach – means non-compliance with the terms of a policy. [*violation*]

Conduct – ~~refers to~~means the manner in which an individual behaves, especially in a particular context such as a Research environment. [*conduite*]

Conflict of Interest – means a situation that may arise when activities or situations place an individual in a real, potential or perceived conflict between their duties or responsibilities related to Research, and their personal, institutional or other interests. [*conflit d'intérêts*]

Informed Consent – means that the persons participating in a Research project must participate freely (voluntarily) and must be adequately informed about the Research and what it means for them to take part, and must provide their consent before they enter the Research. [*consentement éclairé*]

Fellow – ~~means a person with a postgraduate degree that has been awarded a Fellowship. [French term]~~

- means an individual conducting research projects aligned with the College's mandate within the fellowship program, either short-term or long-term [~~*French term*~~*boursier*]

Fellowship – ~~means a professional development opportunity to give postgraduates experience in a field enabling them to gain leadership experience, conduct research or pursue projects. They can be short-term experiences ranging from several months to several years. [French term]~~

- means a program funded by the College offering research opportunities for external researchers to conduct short-term or long-term studies aligned with the mandate of the College to foster expertise development and knowledge advancement within the profession and research community. [*bourse de recherche*]

Research – ~~refers to~~means an undertaking intended to extend knowledge through a disciplined inquiry or systematic investigation. [*recherche*]

Researcher – ~~refers to~~means an individual involved in an undertaking to extend knowledge through a disciplined inquiry or systematic investigation. [*chercheur*]

Research Misconduct –means the failure to comply with this policy throughout the cycle of the Research project. [*inconduite en recherche*]

Tri-Agency Framework: Responsible Conduct of Research (RCR)– ~~refers to~~means the framework that describes policies and requirements related to applying for and managing Agency funds, performing Research, and disseminating results, and the processes that institutions and Agencies follow in the event of an allegation of a Breach of an Agency policy. [*Cadre de référence des trois organismes sur la conduite responsable de la recherche*]

Tri-Agency Research Integrity Policy – ~~refers to~~means the joint policy of the Canadian Institutes of Health Research (CIHR), the Natural Sciences and Engineering Research Council of Canada (NSERC) and the Social Sciences and Humanities Research Council of Canada (SSHRC). [*Politique des trois organismes sur l'intégrité dans la recherche*]

1. POLICY REQUIREMENTS

1.1 Responsibilities of Researchers and Fellows include, but are not limited to:

(a) **Rigour**: demonstrating scholarly and scientific rigour in proposing and performing Research; in recording, analyzing, and interpreting data and in reporting and publishing data and findings;

(b) **Record keeping**: keeping complete and accurate records of data, methodologies and findings, in accordance with professional standards that will allow verification or replication of the work by others;

(c) **Accurate referencing**: referencing and where applicable, obtaining permission for the use of all published and unpublished work, including but not limited to, theories, data, concepts, source material, methodologies, graphs and images;

(d) **Authorship**: including as Authors, with their explicit consent, all those who have materially and/or conceptually contributed to, and who accept responsibility for, the contents of the publication or document, in a manner consistent with their respective contributions and the authorship policies of relevant publications;

(e) **Acknowledgement**: in addition to Authors, acknowledging appropriately all those who have contributed to Research;

(f) **Conflict of Interest management**: Identifying and addressing any real, or potential or perceived Conflict of Interest.

2. PROCEDURES

2.1 Informed Consent is a central component of the ethical Conduct of Research with human subjects. The information provided must be written in language that is easily understood ~~for~~by participants and must be provided in sufficient time for consideration by the participant.

2.2 An ethically Informed Consent document must be provided to potential Research participants stating the key elements of the Research study including the following:

(a) A statement that the project is Research and participation is voluntary;

(b) A summary of the Research, including:

(i) Nature and Purpose of the Research

(ii) Expected duration of participation

(iii) Procedures

(c) Reasonable, foreseeable risks;

(d) Reasonable, expected benefits; and

(e) Confidentiality of participation

2.3 External Research funding: Researchers or Fellows holding external funding must provide the College with complete and accurate information as found in their funding applications and related documents and represent themselves, their Research and their work in a manner consistent with Research standards. This includes certifying they have no findings for a Breach of responsible Conduct of Research policies such as ethics, integrity or financial management policies that would make them ineligible to apply for and/or hold funds from Tri-Agency funding sources mentioned herein or any other Research or Research funding Organization worldwide.

2.4 All internal and external Researchers and Fellows must adhere to the Tri-Agency Research Integrity Policy.

3. BREACH OF POLICY

3.1 Research Misconduct includes but is not limited to:

(a) **Falsification of credentials**: misrepresenting qualifications, awards and/or achievements, misrepresenting the status of a publication or reporting non-existent work;

(b) **Fabrication**: making up data, source material, methodologies, or findings;

(c) **Falsification**: manipulating, changing, or omitting data, source materials, methodologies, without accurate disclosure, which could result in inaccurate findings or conclusions;

(d) **Suppression**: failing to take timely and proactive steps to publish corrections to or retractions from a Researcher's previous results when a significant error or deficit is identified after publication;

(e) **Destruction of Research data or records**: the destruction of the Researcher's own, or another Researcher's data or records to specifically avoid the detection of wrongdoing, or in contravention of policy and/or laws, Regulations or professional standards.

(f) **Plagiarism**: using another individual's work and presenting it as the Researcher's own, without properly citing the source. All material, including information from the internet, anonymous material, copyright material,

published and unpublished material and material used with permission, must be properly acknowledged (College's Academic Integrity Policy).

(g) **Self-plagiarism and redundant publication**: republishing a Researcher's own previously published work or part thereof, including data, without acknowledgement of the original publication, and/or justification;

(h) **Invalid authorship**: inaccurately attributing authorship to persons who have not contributed sufficiently to take responsibility for the intellectual content;

(i) **Inadequate acknowledgement**: failing to appropriately recognize the contributions of others;

(j) **Mismanagement of Conflict of Interest**: failing to identify and manage a real, potential or perceived Conflict of Interest;

(k) **Abuse of confidentiality**: failing to respect the confidentiality of information, ideas and discussions;

(l) **Abuse of authority**: intimidating or exploiting subordinates in a Research context that encourages, influences or coerces the subordinate to commit or be complicit in an instance of Research Misconduct.

3.2 Rectifying a Breach of Policy — Researchers or Fellows who may have violated this policy are expected to be proactive in rectifying the situation as soon as it is identified.

3.3 Breach of Policy remedies - Previous findings of Research Misconduct will be considered when remedies and sanctions are determined. Remedies may include, but are not limited to:

(a) issuing a letter of concern to the Researcher or Fellow from the College;

(b) ordering the Researcher or Fellow to correct the Research record;

(c) ordering the Researcher or Fellow to withdraw all pending relevant publications;

(d) ordering the Researcher or Fellow to notify publishers of publications in which the relevant Research was reported;

(e) ordering the Researcher or Fellow to notify co-investigators and collaborators of the finding; and

(f) taking any other action the College deems appropriate.

3.4 Breach of Policy Sanctions - Sanctions may include but are not limited to:

(a) withdrawing specific Research privileges from the Researcher or monitoring such privileges for a specified period;

(b) referring the matter to the Director of Professional Standards, Research, Education and Policy to determine the appropriate sanction; and

(c) reporting the matter to the external funding Agency.

4. APPROVAL PROCESS

4.1 No Research documents, findings, data, or information may be published, reported or disseminated in any way without the written approval of the Director of Professional Standards, Research, Education and Policy.

5. RESOURCES

- Tri-Agency Framework: Responsible Conduct of Research
- Tri-Agency Research Integrity Policy

APPROVAL AND REVIEW

	Details *If relevant, add notes to alert readers about the modifications to the document (e.g., updated wording from Council to College)*	**Approval Authority**	**Date**
Original Approval	N/A	Board of Directors	2023/03/10
	Additional definitions to include Fellows and Fellowships in the policy	Board of Directors	2024/06/20

Appendix B

RESEARCH POLICY

Version: 2024-002
Pending Approval by the Board of Directors June 20, 2024

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Professional Standards, Research, Education and Policy (PREP) Department	PREP/RES/POL/001/01
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March 2023	March 2025

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(iii) Procedures

(c) Reasonable, foreseeable risks;

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(h) **Invalid authorship**: inaccurately attributing authorship to persons who have not contributed sufficiently to take responsibility for the intellectual content;

(i) **Inadequate acknowledgement**: failing to appropriately recognize the contributions of others;

(j) **Mismanagement of Conflict of Interest**: failing to identify and manage a real, potential or perceived Conflict of Interest;

(k) **Abuse of confidentiality**: failing to respect the confidentiality of information, ideas and discussions;

(l) **Abuse of authority**: intimidating or exploiting subordinates in a Research context that encourages, influences or coerces the subordinate to commit or be complicit in an instance of Research Misconduct.

3.2 Rectifying a Breach of Policy – Researchers or Fellows who may have violated this policy are expected to be proactive in rectifying the situation as soon as it is identified.

3.3 Breach of Policy remedies - Previous findings of Research Misconduct will be considered when remedies and sanctions are determined. Remedies may include, but are not limited to:

(a) issuing a letter of concern to the Researcher or Fellow from the College;

(b) ordering the Researcher or Fellow to correct the Research record;

(c) ordering the Researcher or Fellow to withdraw all pending relevant publications;

(d) ordering the Researcher or Fellow to notify publishers of publications in which the relevant Research was reported;

(e) ordering the Researcher or Fellow to notify co-investigators and collaborators of the finding; and

(f) taking any other action the College deems appropriate.

3.4 Breach of Policy Sanctions - Sanctions may include but are not limited to:

(a) withdrawing specific Research privileges from the Researcher or monitoring such privileges for a specified period;

(b) referring the matter to the Director of Professional Standards, Research, Education and Policy to determine the appropriate sanction; and

(c) reporting the matter to the external funding Agency.

4. APPROVAL PROCESS

4.1 No Research documents, findings, data, or information may be published, reported or disseminated in any way without the written approval of the Director of Professional Standards, Research, Education and Policy.

5. RESOURCES

- Tri-Agency Framework: Responsible Conduct of Research
- Tri-Agency Research Integrity Policy

APPROVAL AND REVIEW

	Details *If relevant, add notes to alert readers about the modifications to the document (e.g., updated wording from Council to College)*	**Approval Authority**	**Date**
Original Approval	N/A	Board of Directors	2023/03/10
	Additional definitions to include Fellows and Fellowships in the policy	Board of Directors	2024/06/20