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

Held at 12:30 PM, ET, Thursday, June 20, 2024

At Delta Hotels by Marriott Toronto Airport & Conference Centre, Toronto, ON 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
Jyoti Singh

Ministerial Observer:

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

Absent:

Ben Rempel
Beata Pawlowska, Director, Professional Standards,
Research, Education and Policy

***(Via Teleconference)**

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
Joyce Chow Ng, Controller*
Fiona Damani, Assistant Controller*
Victoria Rumble, Corporate Secretary

Nithiya Paheerathan, Coordinator, Board
Administration and Recording Secretary

Guest:

Phil Buckley, Change with Confidence Inc.

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 12:35 pm ET.

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. John Murray introduced Laura Halbert, the newly appointed Director, Professional Conduct.

With the consent of the meeting, Nithiya Paheerathan acted as Recording Secretary.

c) Conflict of Interest Declaration/Confidentiality

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. Victoria Rumble noted two amendments.

1. Item #13, Review of College Licensee Policies would be presented by John Murray,
2. Page 75 of the package contained a typographical error, the actual year to date should read \$1,866,395.

Tim D'Souza requested the addition of a discussion regarding the composition of the CEO Performance Review and Evaluation Committee.

Moved by Richard Dennis, 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 4 items contained therein.

Moved by Tim D'Souza, seconded by Marty Baram:

BE IT RESOLVED THAT the 4 items contained in the Consent agenda, as presented, be and are hereby approved, with immediate effect:

- a) Minutes of Board meeting of March 21, 2024,
- b) Report of the Governance and Nominating Committee,
- c) Report of the Finance and Audit Committee,
- d) Asset Depreciation Threshold and Disposal Policy.

CARRIED

4. REPORT OF THE CHAIR

The Chair opened the meeting with a report on recent developments as well as upcoming agenda items. He acknowledged the remarkable strides the College has made, with numerous notable accomplishments.

He remarked that the College had marked a significant milestone in the development of its inaugural strategic plan which serves as a guiding framework for achievement of its core mission and vision.

He advised that future meetings would include an open discussion session to provide Board members with an opportunity to share ideas and concerns and foster a collaborative environment that would assist in accommodating diverse perspectives.

5. DISCUSSION - ICRO QUARTERLY REPORT

The Chair called upon Laura Halbert, Director, Professional Conduct, to report.

Laura Halbert referred to the ICRO report distributed in advance of the meeting which covered the period from February 1st to March 31st. She advised the College had made improvements to address previous issues identified by the ICRO. She stated the new information management system was auto-generating email notices and allowing complainants to check in regularly.

The Chair thanked Laura Halbert for her report.

6. DISCUSSION - STRATEGIC PLAN 2023-2025 - PROGRESS UPDATE

The Chair called upon Phil Buckley, Change with Confidence Inc., to present.

Phil Buckley provided an update on the Strategic Plan 2023-2025 initiatives approved in June of 2023. He reported 5 initiatives had been completed and progress made on many others in the first year of the 3-year plan. He confirmed the College was progressing towards completion of the remaining initiatives within the 3-year time frame.

He highlighted, current development of a quality management framework to oversee licensing compliance and identify learning needs, accomplishments on shutting down high- and low-profile domestic UAPs, improved communications with licensees and other key stakeholders, investment in the College's culture, diversity, and technology infrastructure.

The Chair thanked Phil Buckley for his report.

The Board members engaged in a discussion about the importance of developing key performance indicators (KPIs). They emphasized the need to clearly measure progress with key objectives and metrics.

7. DISCUSSION - COLLEGE ACT AND REGULATIONS - UPDATE

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

John Murray reported that the College is not aware of any further amendments to the *College of Immigration and Citizenship Consultants Act (Canada)* (College Act).

John Murray reported that Immigration Refugees and Citizenship Canada (IRCC) is proceeding with the drafting of the College Act Regulations in consultation with the Department of Justice. The draft regulations are expected to be published in the *Canada Gazette* for public comment in late fall 2024.

John Murray advised the College is developing a consultation process to inform licensees of the draft regulations and collect their comments to provide to IRCC.

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. He indicated that IRCC anticipates that the College Act Regulations will become effective in mid-2025.

The Chair thanked John Murray for his report.

8. REVIEW COLLEGE BY-LAW DEVELOPMENT PROCESS

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

John Murray provided an overview on the process for the development of the College's By-laws. He stated College staff are working on drafting comprehensive by-laws that will complement the College Act and its regulations, establishing the post-transition governance and regulatory framework. He reported that the goal is to have these by-laws come into effect concurrently with, or as soon as possible after, the regulations.

He stated that a draft would be developed for a conceptual review by the Board followed by a more detailed review once a near-final draft had been developed. Due to the impact of the *Statutory Instruments Act* (Canada), some of the by-laws would be subject to additional review by the Department of Justice.

John Murray thanked the Governance and Nominating Committee (GNC) for all the back-end work on the by-law review process. He updated the Directors on the revised College By-law Framework:

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]

The Chair thanked John Murray for his report.

9. APPROVAL – BOARD COMMITTEE TERMS OF REFERENCE

The Chair called upon John Murray, President & CEO, and Victoria Rumble, Corporate Secretary, to present.

Victoria Rumble reported that each Committee's Terms of Reference (TOR) required that the Committee review and update its terms of reference annually to ensure they remain current and aligned with the Board's priorities. She referred to the draft TORs distributed in advance of the meeting. She reported that at the GNC meeting on June 3, 2024, she presented a comparison of the TOR for all Board Committees to highlight the roles and responsibilities of each Committee, confirm the clear division of committee responsibilities, and verify appropriate risk assessment and mitigation measures are in place. Victoria Rumble indicated that a copy of this comparative analysis was included in the meeting materials.

She reported that, following review of the comparison by GNC, proposed revisions to the TOR for GNC and the Finance and Audit Committee (FAC) were presented. She indicated that GNC deliberated on whether enterprise risk oversight should be the sole responsibility of the FAC or if the responsibility for risk management should be shared across multiple Board Committees. The members discussed and concluded that enterprise risk oversight should be the responsibility of FAC.

Moved by John Burke, seconded by Normand Beaudry:

BE IT RESOLVED THAT the revised FAC Terms of Reference, in substantially the form presented, be and are hereby approved with immediate effect.

CARRIED

Moved by John Burke, seconded by Normand Beaudry:

BE IT RESOLVED THAT the revised GNC Terms of Reference, in substantially the form presented, be and are hereby approved with immediate effect.

CARRIED

John Murray referred to the proposed TOR distributed in advance of the meeting for a new standing Committee of the Board - the CEO Performance Review and Evaluation Committee. This Committee would formalize the process developed by an ad hoc committee created last year to review the CEO's performance and set objectives.

The Board discussed the Committee's composition, agreeing that the Board Chair should be a member. To avoid undesirable delays until the next scheduled Board meeting in September, members were nominated to support this initiative.

The following members were selected to serve on the Committee: Stan Belevici, Tim D'Souza, Jyoti Singh, Ben Rempel, and John Burke. The Committee's first meeting will be scheduled for July to allow a timely start to the CEO performance evaluation. It was noted that the new committee would choose its own chair at its first meeting.

Moved by Tim D'Souza, seconded by Marty Baram:

BE IT RESOLVED THAT the amended CEO Performance Review and Evaluation Committee Terms of Reference, in substantially the form presented, be and are hereby approved with immediate effect.

CARRIED

Moved by Jennifer Henry, seconded by Jyoti Singh:

BE IT RESOLVED THAT Stan Belevici, Tim D'Souza, Jyoti Singh, Ben Rempel, and John Burke be and are hereby appointed as members of the CEO Performance Review and Evaluation Committee of the College with immediate effect.

CARRIED

The Chair thanked John Murray and Victoria Rumble for their report.

10. REVIEW OF FINANCIAL RESULTS FOR PERIOD ENDED MARCH 31, 2024

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

Tim D'Souza referred to the materials distributed in advance of the meeting and provided an update from the FAC meeting held on May 16, 2024. He reported that the Committee had discussed the financial results for period ending March 31, 2024. He reported on the revenue and expenses, as compared to budget. He reported that management expressed confidence in the spending forecast.

The Chair thanked Tim D'Souza for his report.

11. DRAFT OPERATING AND CAPITAL BUDGET FOR FISCAL 2025

The Chair called upon Tim D'Souza, Chair, FAC, to report.

Tim D'Souza referred to the materials distributed in advance of the meeting. He reported that FAC had conducted a thorough review of the draft operating and capital budget for fiscal 2025. He provided a summary of the draft operating capital budget for fiscal year 2025 reporting on the anticipated revenues and proposed expenses. He commented that the expected revenue increase was driven by annual licensing fees and program volumes. He indicated that expenses were projected to increase by \$2 million over this year's forecast, which included increases in staffing. Tim D'Souza appreciated the ambitious nature of the future College projects but noted that spending estimates have historically been higher than actual costs.

Management provided input on the draft budget, with discussions around restricted assets and potential changes to Director and Officer liability and indemnity, as well as IT infrastructure. They also considered the compensation fund and quality management as areas that may impact the budget going forward.

After discussion, the Board decided to revise the budget by allocating an additional \$50K for Board projects.

Moved by Tim D'Souza, seconded by John Burke:

BE IT RESOLVED THAT the proposed budget for the financial year of the College ending June 30, 2025, as amended, be and is hereby approved.

CARRIED

12. AUDITOR ENGAGEMENT AND REMUNERATION

The Chair called upon Tim D'Souza, Chair, FAC, to report.

Tim D'Souza reported that, at the FAC meeting of May 16, 2024, the Auditor, Grant Thornton LLP, presented the annual Audit Plan and Engagement Letter for Committee review. The Committee had no concerns with the Engagement Letter as presented. He reported that the Auditor presented the audit plan which included a materiality of 3%. The Committee considered this change from the Fiscal year 2023 rate of 1.5% and requested that the auditor revise the audit plan incorporating a materiality of 2.5%. He indicated that upon revising the materiality there were no changes to the proposed fee of \$50,000. He noted that the Auditor has indicated that additional procedures may be required in connection with the review of iMIS resulting in additional fees.

Moved by Tim D'Souza, seconded by Jennifer Henry:

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

CARRIED

The Chair thanked Tim D'Souza for his report.

13. REVIEW OF COLLEGE LICENSEE POLICIES

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

John Murray referred to the materials distributed in advance of the meeting. He presented the Revised Eligibility to Obtain Class L3 Licence RCIC-IRB Unrestricted Practice Policy and the Revised Research Policy. He reported that the main change to the Eligibility to Obtain Class L3 Licence RCIC-IRB Unrestricted Practice Policy was the elimination of the "PLAR pathway" and the "hybrid pathway" for becoming an RCIC-IRB. He reported that these pathways had been available for 2 years and the resulting revision would limit licensees who had not obtained their Class L3 licenses to enroll in the full education program. He reported that the Revised Research Policy now recognizes Research Fellows.

Moved by Jennifer Henry, seconded by Marty Baram:

BE IT RESOLVED THAT the Revised Eligibility to Obtain Class L3 Licence RCIC-IRB Unrestricted Practice Policy and the Revised Research Policy, in substantially the form presented, be and are hereby approved with immediate effect.

CARRIED

The Chair thanked John Murray for his report.

14. DISCUSSION – FRAUD PREVENTION MONTH

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

Jessica Freeman stated that the College is a member of the Fraud Prevention Forum, and annually participates in Fraud Prevention Month. She reported the College had conducted a campaign aimed at introducing the concept of licensed consultants and the College's role as a self-regulatory organization.

She reported that following a procurement process, the College selected an external marketing agency with expertise in international marketing, to run campaigns in 4 key countries: China, India, Nigeria, and the Philippines. She explained that the domestic and international marketing campaigns aimed to raise awareness by using multiple creative ads across several platforms including Facebook, Instagram, LinkedIn, Twitter, YouTube, Spotify, and Google, targeting 18–44-year-olds who were looking to immigrate or help family members.

Jessica Freeman presented samples of the creative ads and highlighted the campaign's success noting that it delivered over 445,000,000 impressions across all 18 countries and channels. She emphasized the impressive reach with 6.1 million views on YouTube and an average watch time of 37 seconds for ads that were only 42 seconds long. Additionally, she reported that the campaign led to a 39% increase in visitors to the Public Register and a 52% increase in website page views.

The Chair thanked Jessica Freeman for her report.

15. NEXT MEETING AND TERMINATION

The next meeting of the Board of Directors will be held in-person and via Zoom on September 26, 2024, in Halifax, Nova Scotia.

MEETING CLOSED TO THE PUBLIC (IN-CAMERA SESSION)

IN-CAMERA SESSION MOTIONS

Moved by Tim D'Souza, seconded by Jennifer Henry:

BE IT RESOLVED THAT the Board meeting move in camera.

CARRIED

16. IN-CAMERA SESSION – OUTSTANDING LITIGATION

The Chair called upon John Murray to provide an update on outstanding litigation, and he answered questions posed by the Directors.

The Chair thanked John Murray for his report.

IN-CAMERA SESSION MOTIONS

Moved by Tim D’Souza, seconded by Normand Beaudry:

(No motions were passed in camera.)

BE IT RESOLVED THAT

- (1) To close the in-camera session and,
- (2) Move the meeting into open session.

CARRIED

17. TERMINATION

Moved by Jyoti Singh, seconded by John Burke:

BE IT RESOLVED THAT the meeting be and is hereby terminated at 4:00 PM ET.

CARRIED

Stan Belevici, RCIC-IRB
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.	1
2	Consent Agenda	RESOLVED THAT the 4 items contained in the Consent agenda, as presented, be and are hereby approved, with immediate effect: <ol style="list-style-type: none"> 1. Minutes of Board meeting of March 21, 2024, 2. Report of the Governance and Nominating Committee, 3. Report of the Finance and Audit Committee, 4. Asset Depreciation Threshold and Disposal Policy. 	2
9	Board Committee Terms of Reference	RESOLVED THAT <ol style="list-style-type: none"> 1. the revised FAC Terms of Reference, in substantially the form presented, be and are hereby approved with immediate effect. 2. the revised GNC Terms of Reference, in substantially the form presented, be and are hereby approved with immediate effect. 3. the amended CEO Performance Review and Evaluation Committee Terms of Reference, in substantially the form presented, be and are hereby approved with immediate effect. 4. Stan Belevici, Tim D'Souza, Jyoti Singh, Ben Rempel, and John Burke be and are hereby appointed as members of the CEO Performance Review and Evaluation Committee of the College with immediate effect. 	3
11	Draft Operating and Capital Budget for Fiscal 2025	RESOLVED THAT the proposed budget for the financial year of the College ending June 30, 2025, as amended, be and is hereby approved.	4
12	Auditor Engagement and Remuneration	RESOLVED THAT the remuneration fee of the Auditor, Grant Thornton LLP, for fiscal year 2024, be and is hereby approved with immediate effect.	5
13	Review of College Licensee Policies	RESOLVED THAT the Revised Eligibility to Obtain Class L3 Licence RCIC-IRB Unrestricted	6

Resolution	Agenda Item	Topic	Motion
		Practice Policy and the Revised Research Policy, in substantially the form presented, be and are hereby approved with immediate effect.	
15	Board meeting move in camera	RESOLVED THAT the Board meeting move in camera.	7
18	In-camera session 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.	8
19	Termination	RESOLVED THAT the meeting be and is hereby terminated at 4:00 PM ET.	9