



COUNCIL MEETING **MINUTES**

April 6, 2021
9:00 a.m.- 12:00 p.m. (EST)
Zoom Video Conference

Present: Denis Gagnon, R.P.F., President
David Goldsmith, Public Councillor
Peter Street, R.P.F., Past-President
Carol Walker, R.P.F.
Neil McLean, R.P.F.
Larry McDermott, Public Councillor
Gordon King, R.P.F.

Chris McDonell, R.P.F., Vice-President
Sally Krigstin, Public Councillor
Waseem Ashiq, R.P.F.
Scot Rubin, R.P.F.

Fred Pinto, R.P.F., Executive Director and Registrar
Louise Simpson, Registration Manager
Priscilla Doyle, Office, and Registration Coordinator

Regrets: Sarah Todgham, R.P.F.
Douglas Reynolds, Public Councillor

Absent: Daniela Corapi, Public Councillor

1. **Call to Order-** D. Gagnon-

- a) Opening Remarks-Denis Gagnon called the meeting to order.
- b) Record Attendance and Confirmation of Quorum- the attendance was recorded as above.
As quorum is $\frac{1}{3}$ the membership of Council or 5 Council members, a quorum was confirmed.
- c) Determine if there are any other business items-there was none.
- d) Finalize and approve the agenda-It was noted that a motion will be required for item 2a.
Motion: Ashiq/Street-That the agenda is accepted as amended.
All in favour. Carried.
- e) Conflict of Interest Declaration- The President asked that if anyone had a conflict of interest with any item on the agenda, please declare it. There were none.
- f) Approve the minutes of January 29, 2021-
Motion: King/Ashiq- That the minutes of the January 29, 2021 meeting is accepted as amended and will be made accessible to OPFA members on the website.
All in favour. Carried.

2. Discussion Items

a) Business Arising From the Minutes- D. Gagnon

Action Item: Peter Street, Fred Pinto, and David Goldsmith will develop an alternate format in which to display the financial information and investment policy.

Person/people responsible: Peter Street, Fred Pinto, Denis Gagnon, and David Goldsmith

Date actioned: October 10, 2019

Status: A proposed Investment Policy Statement was provided to Council for review and approval. An alternate format for financial information is being developed.

Discussion:

- The Association has continued to purchase Guaranteed Investment Certificates (GIC) with different terms of maturity.
- The funds in the chequing account have been moved to a savings account to increase the interest earned on the funds.
- There are two types of funds: 1) Operating Funds- which are currently valued at \$500,000 and 2) Reserve Funds-which is currently valued at approximately \$500,000.
- Reserve Funds:
 - RBC was asked to develop an investment policy statement, which they have done at no charge and with no obligation for the OPFA to commit to investing with them. The policy will be sent to other potential investors to obtain quotes for potential investments. The policy statement is recommended by the Finance Committee. Some minor adjustments to the policy statement were suggested by Council;
 - The policy defines what type of investment the OPFA wishes and gives the potential investment organization the authority to manage the investment on the association's behalf;
 - Should the need arise, the funds may be withdrawn via a marginal loan;
 - The policy is conservative and it is hoped that a Rate of Return (RoR) of 4-5% (net of management fees) will be realized in the short term with a potential increase when the markets recover from the impact from COVID-19.
- With the current RoR on investments of approximately 1.5-2%, the OPFA reserve funds are not able to keep up with inflation, i.e. the value of reserves are being eroded.
 - There was one member of Council opposed to the policy as there was insufficient information available at this time to make a well-informed decision. There was to be no other opportunity for Council to review the proposals once all the information was obtained from the various agencies. The management fees will be negotiated with the investment company.

Secretary's note: The criteria for comparing proposals such as risk tolerance, asset mix, etc. was provided to Council. The actual proposals from the banks that have been invited to submit a proposal will be evaluated using risk tolerance criteria approved by Council.

- Council approved the policy and will allow the Finance Committee to manage it.

Motion: Street/McDonell- That the Investment Policy Statement is accepted as presented.

1 opposed. Carried.

b) Financial Audit (an attachment was provided)- F.Pinto/P. Street-

- Council was informed that the T1044 (tax return) has been submitted to the Canada Revenue Agency (CRA) and the Auditors Report was distributed to all members 30 days before the Annual General Meeting (AGM) in compliance with the Bylaws;
- The audited financial statements were provided to Council. These statements will also be presented to the Membership at the Annual General Meeting tomorrow evening;
- Investments have increased as well as liabilities. Revenue is down, however, the virtual Council meetings have resulted in savings;
- There were some minor changes to the financial statements which will be made. For example, on Page 7, the line called "Decrease in Cash" will be changed to "Change in Cash".

Motion: Goldsmith/McDonell- That the audit report is approved as amended to include comments brought forward by Council.

All in favour. Carried.

- Council was asked whether Article 3.12 of the Bylaws needs to be revised. The article reads, "The audited financial statements of the Association together with a signed and certified copy of the auditors' report shall be presented annually to the Council and distributed to the Members as part of the Annual Report."
- Should Council approve the audited financial statements before they are signed and certified by the President and Executive Director or should the President and Executive Director, with direction from the Finance Committee or Executive Committee, sign and certify them and then present them to Council? A change to the Bylaws could be considered in the future.

c) Audit Services- D. Gagnon

- Council was asked to consider re-appointing KPMG as the auditor for the 2021 financial audit.
- KPMP signed a three-year contract for the financial audits. 2021 is the final year in the contract;
- The notice of the meeting of the AGM must be sent out to the Membership 30 days before the meeting, but the other materials could go out 5-10 days before the meeting;
- David Goldsmith agreed to review the Bylaws, along with legal counsel, to determine if revisions are required. Mr. Goldsmith will present any suggested changes to Council at a future meeting.

Motion: Ashiq/Street- That Council approves the reappointment of KPMG as Auditor for the Association for the fiscal year ending November 30, 2021

All in favour. Carried.

d) Changes to the Professional Foresters Act (PFA) (attachments were provided) - F. Pinto/P. Street-

- A summary of the information that was sent to the Ministry of Natural Resources and Forestry (MNR) was provided to Council;
- Feedback has been received and has been responded to, however, not all groups have responded;
- Those in opposition were concerned that the changes would mean a negative impact on their livelihood. Consultation is ongoing with these groups;
- Revisions to the scope of practice of forestry in the Act are being considered so that it reflects the competencies of professional foresters ;
- Definitions are being added and terms used in the Scope of Practice are being refined ;
- The task team has ensured that everyone understands that ultimately the Ontario government determines what changes, if any, are made;
- The current allocation for legal advice for the year is \$7,000, of which, \$5,000 has been spent. Currently, the expected cost is \$12,000 (i.e; an overspent by \$5000).
- The Executive Committee approved allocating an additional \$12,000 from the projected surplus for this year to hire consultants to help with the pre-consultation engagement with municipalities during their meeting in Feb 2021;
- Overall expenses are currently projected to be \$9,075 under budget. The over-expenditure (\$5,000) for legal advice for changes to the PFA could be covered from the projected surplus. Council agreed.

e) Digitization of Files (an attachment was provided)- F. Pinto

- Council was provided with the Budget as of January 2021;
- Through a grant from EcoCanada, a person was hired to digitize the paper files in the OPFA office in Georgetown. His contract expired on March 31. It is estimated that 80% of files have been digitized;
- There is another opportunity with EcoCanada to obtain funding for 50% of a project to a maximum of \$15,000 provided the person is hired for 4 months. It is estimated that the total cost of the project will be \$14,000, so the OPFA's cost would be \$7,000;
- Council agreed that the Executive Director and Registrar will apply for the grant.

f) Management of late fees and late competency reports (attachments were provided)- F. Pinto

- Council was provided with: 1) the summary of the number of members with unpaid membership fees and who have not reported their competency information, 2) the current Fee Schedule, and 3) the late fees charged by other regulators in Canada;
- Council was asked to consider striking a task team for changes to the Fee Schedule considering the cost of living. The task team is asked to look at the full fee schedule but in particular the amount for late payment fees, late reporting fees, and Provisional Membership Fees;
- Chris McDonnell and Neil McLean agreed to bring this to the Finance Committee for review.

g) Update of the 2021 Annual Conference-L. Simpson

- The virtual conference, while challenging, is progressing well;
- The working group has obtained \$25,000 in sponsorship;

- While it was originally hoped that 150 registrants would be achieved, currently there are 374 registered participants;
- The conference begins this evening with the virtual tour with the sessions beginning tomorrow, April 7, followed by the Annual General Meeting (AGM) tomorrow evening;
- 140 are registered for AGM alone, however, only members are entitled to vote;
- Those who registered for the conference will be able to watch any missed sessions or re-watch sessions if they wish. They can do so through Pheedloop until a date that will be set by the Annual Conference Working Group (yet to be decided- up to a maximum of 10 months when the 1-year subscription expires);
- The 2022 Annual Conference is planned in Sudbury and some members there have begun to form a working group. Time will tell if the conference will be in-person, virtual, or a hybrid of the two;
- A resolution was received by the deadline and will be presented to the Membership at the AGM by the Mover of the resolution. The resolution is about the awards and recognition program. Confusion was caused when it was incorrectly communicated by the working group that the program has been cancelled, when in fact, the Executive Director, under the advice of legal counsel, asked the working group to review the awards program. Information on this was provided in the December 2020 newsletter.

h) Strategic Plan (attachments were provided)- F.Pinto/C.Walker-

- Council was provided with the Strategic Plan Schedule of Work and Deliverables;
- A presentation of the Strategic Plan by Carla Rhyant has been scheduled for April 26 at 1:00 p.m., however, as some were unable to attend at this time, a Doodle Poll will be conducted to schedule a new date and time;
- The Equity and Inclusion Task Team has suggested revisions to the draft strategic plan which were also provided to Council. The suggested edits were identified as the task team worked to prepare a draft anti-discrimination statement as per their Terms of Reference. The anti-discrimination statement is to be in alignment with the Strategic Plan.
- Council agreed to send these suggested changes to Carla Rhyant.

i) Feedback from presentation to the University of Toronto Students-D. Goldsmith

- David Goldsmith, Public Member, accepted the request from the Executive Director and Registrar, to speak at a two-day mini-symposium for the Master of Forest Conservation students at the University of Toronto. The intent was to inform students of the role of the OPFA. There were approximately 25 in attendance;
- One of the sessions was entitled, “ What does it mean to be part of a regulatory body”
- The students and the professor at the symposium did not know that forestry is regulated and what that means;
- Some of the questions asked were:
 1. Who advocates for licensees? It was explained that the OPFA’s mandate is not to advocate for its registrants. It was asked if there was a need for an advocacy group such as the Society of Professional Engineers;
 2. Do I need to be a member if I am an employee or a contractor? It was explained that if you practice professional forestry you must be a member;
 3. Why is the OPFA looking to regulate arborists? It was explained that the OPFA's intent is not to regulate arborists;

4. What is the OPFA doing with indigenous rights? The OPFA has internal practices in place, however, they cannot specify what is done in the individual forestry business practices.

3. **Information Items** (not for discussion unless elevated to 2. Discussion Items)

- a. **Membership Statistics** (an attachment was provided)- submitted by F. Pinto- Council was provided with membership statistics as of February 28, 2021.
 - b. **Executive Committee Minutes** (an attachment was provided)- Submitted by F. Pinto- Council was provided with the Executive Committee minutes from the February 2, 2021, and March 2, 2021, meetings.
 - c. **Enforcement Summary** (an attachment was provided)- Submitted by F. Pinto- Council was provided with a summary of enforcement activity to date.
 - d. **Next Scheduled Meeting**- (an attachment was provided)- Submitted by F. Pinto-Council was provided with the meeting dates for 2021. The next scheduled Executive Committee is May 4. The next Council meeting is scheduled for June 1.
4. **Termination of Meeting** – Denis Gagnon thanked everyone and asked for a motion to terminate the meeting at 12:07 p.m.
Motion- Goldsmith/Walker - That the Council meeting of April 6, 2021, is terminated.
All in favour. Carried.