

## COUNCIL MEETING MINUTES

April 15, 2024

12:00 pm – 4:30 pm (EST)

In-Person & Zoom Video Conference

Water Tower Inn

360 Great Northern Road, Sault Ste. Marie, Ontario

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### ATTENDANCE

<b>Present:</b>	Peter Nitschke, R.P.F.	President
	Lacey Rose, R.P.F.	Vice-President
	Chris McDonell, R.P.F.	Past-President
	Malcolm Cockwell, R.P.F.	SE Councillor
	Maegan Ciurko, R.P.F.	CW Councillor
	Wendy LeClair R.P. F.	NE Councillor
	Dayna Griffiths, R.P.F.	NW Councillor
	Brandon Williamson, Associate. R.P.F.	SW Councillor
	Douglas Reynolds	Public Councillor
	Larry McDermott	Public Councillor
	David Goldsmith	Public Councillor
	Sally Krigstin	Public Councillor
	Janice Tiedje	Public Councillor
<b>Regrets:</b>	Ritikaa Gupta, R.P.F.	CE Councillor
<b>Staff:</b>	Fred Pinto, R.P.F.	Executive Director and Registrar
	Louise Simpson	Registration Manager
	Brittany Tartaglia	Assistant Registration Manager
	Priscilla Doyle	Office and Registration Coordinator

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### 1. CALL TO ORDER

#### a. Opening Remarks

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- Peter Nitschke called the meeting to order at 12:01 p.m. and welcomed everyone to the meeting. There was a round of introductions.
  - The minutes of the meeting will be recorded until the in-camera session begins.

**b. Record Attendance and Confirmation of Quorum**

- The attendance was recorded as above. A quorum was confirmed as a quorum is  $\frac{1}{3}$  the membership of the Council or 5 Council members.

**c. 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 was none.

**d. Other Business Items**

- The President asked if there was any other business or if anyone wished to bring an information item into the discussion items.
- There was none.

**e. Finalize and Approve the Agenda**

- **Motion:** That the agenda is accepted as circulated. Reynolds and McDermott.
- **All in favour.** Carried.

**f. Approve the minutes of February 6, 2024**

- **Motion:** That the minutes of the February 6, 2024, meeting are accepted as circulated and will be made available to OPFA members on the website. Griffiths and Cockwell.
- **All in favour.** Carried.

**2. DISCUSSION ITEMS**

**a. Audited Financial Statements 2022-2023**

- Led by Peter Nitschke and Fred Pinto.
- Council voted via email on March 12 to approve the audited financial statements for the fiscal year ending November 30, 2023, as allowed by the Professional Foresters Act and the OPFA Bylaw. Voting closed on March 20, 2024.

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- This was done to enable the financial statements to be included in the 2023 Annual Report and distributed to members before the April 17 Annual General Meeting.
  - The motion was: Moved by Doug Reynolds, Seconded by David Goldsmith-To approve the draft 2022-2023 Audit Report as amended to improve the wording of note 1(d). Vote to accept: 11 councillors, Vote to reject: 0 councillors. The motion was carried.

**b. Re-appointment of Auditors for the 2023-2024 Fiscal Year**

- Led by Peter Nitschke and Fred Pinto.
- The Finance Committee recommends that KPMG be recommended to the members as the financial auditor for the 2023-2024 fiscal year ending November 30, 2024.
- Council is required to annually recommend the auditors to the Membership for approval at the Annual General Meeting.
- KPMG has been the Association's auditor for several years as the result of a Request for Proposal (RFP). The cost of the audit remains the same for all 5 years of the contract.
- Council asked the Finance Committee to consider requesting another RFP to ensure that the best price is obtained.
- **Motion:** That it is recommended to members that KPMG be re-appointed as the financial auditor for the 2023-2024 fiscal year ending November 20, 2024. Reynolds and Rose.
- All in favour. Carried.

**c. Recommendation from the Finance Committee to Increase Reserve Fund Holdings**

- Led by David Goldsmith.
- Council, on the advice of the Finance Committee, selected an investment manager a couple of years ago.
- Our Investment Policy Statement is a conservative strategy that governs what the investment manager can do.
- The Reserve Fund Policy determines how the funds can be used if approved by Council.
- The target value of the Reserve Fund is the amount of one year of revenue. As revenues have grown, the Reserve Fund must also, according to the policy.

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- An increase in revenue for 2023 is due to a net increase in practicing members and revenue from the 2023 Annual Conference.
  - The Finance Committee will review the Reserve Fund Policy before the end of the fiscal year.
  - The Treasury Fund is a separate fund from the Reserve Fund and is used to manage cash flow during the year. Both the Reserve Fund and Treasury Fund are managed by an investment manager, RBC Dominion Securities.
  - RBC Dominion Securities will be asked to review the fund statements with Council annually as has been done in the past.
  - The Finance Committee recommends that the budgetary surplus from last year be transferred to the Reserve Fund, which is approximately \$30,000.
  - **Motion:** That the budgetary surplus from last year be transferred to the Reserve Fund. McDonell and Cockwell.
  - 1 abstention. Carried.

**d. Financial Update for the Current Fiscal Year**

- Led by Peter Nitschke and Fred Pinto.
- Council was provided with the QuickBooks financial statements as of February 28.
- The current fiscal year is unfolding as expected.

**e. Appointment of an Additional Public Councillor to the Discipline Committee**

- Led by Fred Pinto.
- Currently, Larry McDermott and Doug Reynolds both serve on the Complaints and Discipline Committees, however, if they serve on a Complaints Panel they are not able to serve on the same case if it is referred to the Discipline Committee, therefore, an additional Public Councillor is required.
- Janice Tiedje has agreed to serve on the Discipline Committee and Council is asked to pass a motion to appoint her to the Committee.
- **Motion:** That Janice Tiedje is appointed to the Discipline Committee. McDermott and Rose.
- All in favour. Carried.

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**f. Indigenous Peoples, Land & Resources Standard Implementation Plan Update**

- Led by Chris McDonell.
- In 2017 the implementation of the Indigenous Peoples, Land & Resources Standard was approved by Council and endorsed by the Membership.
- This reflects the importance of the relations with indigenous peoples and the use of traditional land and will provide an entry-level background to registrants.
- There are three competencies within the standard which must be demonstrated by all practising members. The online content has been prepared by members of the OPFA who qualified in this area, Karen Saunders and Peggy Smith.
- A soft launch of the first competency is planned for May with all three implemented by April 2025.
- With changes to the Bylaw in April 2025 this will become a requirement of all current practising members, Provisional Members with a scope of practice or non-practising members who return to practice. They will be given 2 years to successfully complete the 3 online evaluations. There is no charge to the member.
- Members who feel that they have the competency can complete the 3 online evaluations; however, if they do not receive a passing grade of 70% in each, they will be required to take the online training and retake the online evaluation(s).
- If after the 2 years a member has not successfully demonstrated the competency, a note to that effect will be placed on the Register which is visible to the general public.
- A project management chart of the implementation plan was shared with Council.
- The President thanked Peggy Smith and Karen Saunders for their hard work on this initiative and encouraged Council to extend their appreciation to them as well.
- **Motion:** That the Indigenous Peoples, Lands & Resources Standard Implementation Strategy is approved as circulated. LeClair and Ciurko.
- All in favour. Carried.

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#### **g. 2024 and 2025 Annual Conference Update**

- Led by Louise Simpson.
  - The hybrid conference is proceeding well with good participation as the in-person registration is almost at capacity.
- The Minister of Natural Resources and Forestry will speak virtually during the Wednesday morning welcome.
- The working group of the 2025 Annual Conference has begun planning for the conference in Hamilton.

#### **h. Cybersecurity Update**

- Led by David Goldsmith.
- The Finance Committee met with HUB International which is the OPFA's insurance broker.
- Policies for \$1 million and \$2 million in coverage varied in cost by a small amount so the Finance Committee opted for the \$2 million policy which includes coverage for cyber-crime to a maximum of \$250,000. This policy is currently in place.
- Students at Cambrian College, as part of their course, provided the OPFA with a risk analysis last year which is required by insurance companies.
- The Executive Director is considering hiring a consultant who can determine how the OPFA can best protect itself.

#### **i. Membership Fees and Reporting Delinquencies**

- Led by Fred Pinto.
- As of April 2, twenty-five (25) members of various membership categories had not fulfilled their annual membership renewal obligations. They have all been contacted by the Enforcement Coordinator.
- If they do not fulfill their outstanding membership renewal obligations by April 27 they will be suspended and a permanent note will be placed on the public Register.

#### **j. Membership Statistics**

- Led by Fred Pinto.

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- A historic number of 39 practising members has been approved since April 2023 as opposed to 22 the year before.
  - Provisional Members continue to grow in number. It is expected that the number approved for Associate Membership will also begin to increase.

#### **k. Membership Resignation Survey Implemented**

- Led by Louise Simpson.
- A resignation survey was implemented in October 2023.
- This survey is voluntary and anonymous and consists of only four questions.
- Since October 2023, 35 members of various membership categories have resigned. Of those, 13 or 37% have responded.
- The aggregate results of the survey were reviewed with Council.

#### **l. Diversity, Equity and Inclusion Implementation Plan**

- Led by Chris McDonell.
- At their December 12, 2023 meeting, Council reviewed the Equity and Inclusion Implementation Plan and asked the Human Resources Committee to review it and make recommendations.
- The Human Resources Committee has five recommendations which were shared with Council.
- Volunteers from the Equity and Inclusion Task Team are needed to assist with implementing the recommendations. The Chair of the Human Resources Committee will contact them.

#### **m. Administration of Employee Compensation**

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- Led by Chris McDonell
  - The Human Resources Committee presented to Council a policy on the Administration of Employee Compensation which was reviewed.
  - A small editorial revision was made to the document.
  - Performance reviews will be conducted annually before the budget for the upcoming fiscal year is prepared for Council approval.
  - The policy reflects the process that was followed in the past but the process has never been formally documented.
  - Motion: That the Administration of Employee Compensation policy is approved as amended. Cockwell and LeClair.
  - All in favour. Carried.

**n. Remuneration and Succession Planning In-Camera Session**

- The recording was stopped and all staff except Fred Pinto left the meeting at 3:00 p.m.

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

**a. Executive Committee Minutes**

- Submitted by Fred Pinto.
- Council was provided with the Executive Committee Minutes of the March 19, 2024, Executive Committee meeting.

**b. Office of the Fairness Committee Risk Category**

- Submitted by Fred Pinto.
- Council was provided with the risk rating (low) assigned to the OPFA by the Office of the Fairness Commissioner.

**c. Council & Executive Committee Meetings 2024**

- Submitted by Fred Pinto.



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- Council was provided with the Council, Executive Committee and Finance Committee meetings scheduled for 2024.
  - The next scheduled Executive Committee meeting is Tuesday, May 21, 2024, the next Finance Committee meeting is Tuesday, May 21, 2024, and the next Council meeting will be Tuesday, June 18 all via Zoom.

#### **4. PROVIDED DOCUMENTS**

- a. Agenda
- b. Council Meeting Minutes February 5, 2024
- c. 2023 Audited Financial Statements
- d. KPMG Audit Proposal 2023-2027
- e. Reserve Fund Policy
- f. Quickbooks Summary Statements February 28, 2024
- g. Indigenous Peoples, Lands & Resources Standard Implementation Strategy
- h. Indigenous Peoples, Lands & Resources Standard
- i. Indigenous Peoples, Lands & Resources Standard Progress Chart
- j. Cybersecurity Insurance Quotation
- k. Delinquency Summary Annual Renewal Requirements 2023
- l. Membership Statistics as of March 31, 2024
- m. Resignation Survey Feedback
- n. Human Resources Committee Recommendations DEI Implementation Plan
- o. Administration of Employee Compensation
- p. Executive Committee Meeting Minutes March 19, 2024
- q. Office of the Fairness Commissioner Risk Category Letter
- r. 2024 Council, Executive & Finance Committee Meeting Dates