



**Ontario College  
of Pharmacists**

Putting patients first since 1871

**MINUTES OF A  
BOARD OF DIRECTORS MEETING  
HELD IN TORONTO, ONTARIO  
SEPTEMBER 15-16, 2024  
9:00 A.M. TO 5:00 P.M.**

**OCP Board of Directors**

Jennifer Antunes  
Randy Baker  
Connie Beck  
Simon Boulis  
Douglas Brown  
Lisa Dolovich  
Andrea Edginton  
Jean-Pierre (JP) Eskander  
Andrea Fernandes  
Sara Ingram  
Adrienne Katz  
Elnora Magboo  
Stephen Molnar  
James Morrison  
Nadirah Nazeer  
Siva Sivapalan  
Wilfred Steer  
Cindy Wagg  
Devinder Walia  
Shari Wilson

**Regrets:**

Alain Stintzi

**Management**

Susan James, Acting Registrar and Director, Registration and Quality  
Thomas Custers, Acting CEO & Director, Corporate Services  
Angela Bates, Director, Conduct  
Christian Guerette, General Counsel and Chief Privacy Officer  
Todd Leach, Director, Communications

**Staff**

Vera Patterson, Governance Coordinator  
Sharlene Rankin, Executive Assistant to the Directors  
Stephenie Summerhill, Executive Assistant to Registrar and CEO

The meeting was called to order at 9:00 a.m. The Chair, James Morrison, welcomed all Board Directors, staff and observers.

### **1. Land Acknowledgement**

Andrea Fernandes opened the meeting with a land acknowledgement.

### **2. Appointment of New Directors**

The Board Chair congratulated Siva Sivapalan and Wilf Steer on their re-election to the Board of Directors and welcomed Simon Boulis who has been elected to serve his first term. Lisa Dolovich, Andrea Edgington and Alain Stintzi were recognized as the current Deans of Faculties of Pharmacy from across the province.

**Motion: THAT** The Board approves the appointment of Simon Boulis, Lisa Dolovich, Andrea Edgington, Siva Sivapalan, Wilfred Steer and Alain Stintzi to the Board of Directors.

Move by: Jennifer Antunes

Seconded by: Elnora Magboo

Carried

### **3. Declaration of Conflicts of Interest**

***\*Sara Ingram declared a conflict with the election of Board Chair for the 2024-2025 Board year and designated Ravil Veli to represent the Governance Committee for this portion of the election process.***

### **4. Minutes of the July 8 and August 9 Board Meetings**

The Board approved the minutes of the July 8<sup>th</sup> and August 9<sup>th</sup> meetings as presented.

### **5. Governance Review Proposal**

Sara Ingram Chaired the meeting while James Morrison introduced his briefing note detailing the benefits of engaging in a Governance Review.

The motion to approve the proposal to initiate an independent, third-party governance review that Board members will guide and develop, including choosing the reviewer, setting the parameters of the review and leading the consideration of findings was approved.

### **6. Chair's Report**

Board Chair, James Morrison, provided a report on activities undertaken on behalf of the College between July and September 2024.

## 7. Registrar's Report

The Acting Registrar, Susan James, provided a report which included an update on expansion of scope and preferred provider network consultations. Thomas Custers also spoke to the College Performance Dashboard for Q2 activity.

## 8. 2024-2025 Executive Committee Elections

Governance Committee delegate, Ravil Veli informed the Board that the list of candidates for the Executive Committee election had been reviewed by the Governance Committee, confirming their eligibility for election. He then presented an overview of the election process, and the election was subsequently conducted.

### Election of Board Chair

Connie Beck, Doug Brown, and Sara Ingram expressed interest in running for the Board Chair vacancy. Pursuant to Article 12 of OCP by-laws, each was given 5 minutes to briefly address the Board.

Following speeches the Board cast electronic votes.

**Motion:** The Board approved the appointment of Doug Brown as Chair of the Ontario College of Pharmacists Board of Directors for the 2024 - 2025 Board year.

### Election of Vice Chair

Connie Beck, Jennifer Antunes, and Lisa Dolovich ran for the position of Vice-Chair of the Board and were given an opportunity to briefly address the Board. Following speeches the Board cast electronic votes.

*\*JP Eskander withdrew his application to be considered for the Board Vice-Chair position.*

**Motion:** The Board approved the appointment of Connie Beck as Vice-Chair of the Ontario College of Pharmacists Board of Directors for the 2024 - 2025 Board year.

### Election of the other members of the Executive Committee

In accordance with By-law 9.2.1, the Executive Committee shall be composed of 5 members and at least 2 public members. Sara Ingram called for expressions of interest from the floor, at which point Lisa Dolovich and JP Eskander put their names forward.

Prior to this, Adrienne Katz, Nadirah Nazeer, Cindy Wagg and Shari Wilson had already expressed interest in serving on the Executive Committee. All interested candidates, including Lisa Dolovich and JP Eskander, were provided with an opportunity to address the Board.

Adrienne Katz and JP Eskander gained the highest number of votes for public members on the Executive Committee.

The final remaining position on the Executive Committee proceeded with all other Board members who had expressed interest previously and from the floor. This included Siva Sivapalan, Andrea Fernandes, Lisa Dolovich, and Jennifer Antunes expressed interest and were provided the opportunity to address the board. All candidates expressing interest to serve on the Executive Committee who had not yet been elected to the Executive Committee were given the opportunity to be elected for this final remaining position.

Siva Sivapalan gained the highest number of votes for the last remaining position on the Executive Committee.

**Motion:** The Board appointed JP Eskander, Adrienne Katz, and Siva Sivapalan to the Ontario College of Pharmacists Executive Committee for the 2024 – 2025 Board year.

Acting Registrar, Susan James presented the outgoing Board Chair James Morrison with an engraved gavel to commemorate his time with the Ontario College of Pharmacists.

In his acceptance speech, James Morrison announced that effective end of day September 16th he would be resigning from the Ontario College of Pharmacists Board of Directors.

The chair position was surrendered to the incoming Chair Doug Brown.

#### **9. In Camera – Health Professions Procedural Code s 7 (2)(e)**

**Motion:** Pursuant to the Health Professions Procedural Code s 7 (2)(e) the board approved a pause in the public portion of the meeting and moved *in camera*.

#### **10. Accreditation Committee Composition By-Law Change**

The Board discussed amending the by-law governing the Composition of the Accreditation Committee to replace Public Directors with lay committee members. Other recommendations to mitigate the challenges staff were experiencing in convening meetings were discussed including use of a different scheduling methodology and/or software.

**Motion:** The Board of Directors defeated the motion to approve the amendment to By-Law No. 6, Article 9, Section 9.17.1 as presented.

#### **11. Registration Related Resolutions for Ontario Regulation 256/24**

Changes to Ontario Regulations necessitate the College to respond by rescinding current registration related resolutions and replacing them with resolutions in alignment with the new Ontario regulation.

**Motion:** The Board rescinded all current registration-related resolutions effective October 1, 2024 and approved the new registration-related resolutions listed in Attachment 11.1 to come into effect on October 1, 2024.

## 12. New Practice Policy on Supervision of Pharmacy Personnel

As a result of changes to Ontario Regulation 256/24 clarification of the College expectation related to supervision of pharmacy personnel was needed to align with the new classes of registration.

**Motion:** The Board approved the Supervision of Pharmacy Personnel Policy, as presented.

## 13. 2024-2025 Committee Slate - For Decision

In accordance with OCP by-law 9.24.2, on behalf of the Governance Committee, Sara Ingram was invited to present the 2024-2025 Committee Slate. Prior to introducing the full slate, due to a conflict of interest herself, Ms Ingram asked Siva Sivapalan to introduce a new motion related to the establishment of a special committee to make recommendations to the Board regarding implementation of the newly approved governance review project.

**Motion:** The Board approved the motion for a Special Committee to make recommendations to the board regarding the governance review project including carrying out the RFP process and communicating and directing any third party to carry out the wishes of the board. The committee will have a 12 month mandate ending at the first meeting of the next board year.

Following the establishment of a special committee, Sara Ingram presented a comprehensive slate of committee appointees to serve in the various Ontario College of Pharmacists standing and statutory committees for the 2024-2025 Board year.

**Motion:** The Board approved the slate of candidates presented by the Governance Committee to serve on the College Committees for a term that expires at the first regular meeting of the Board following the next regular election.

The Chair Adjourned the meeting for the day. Items 14 and 15 were deferred to September 16<sup>th</sup>.

Prior to proceeding with the agenda items for September 16<sup>th</sup>, the Board noted the need to manage the vacancy arising from James Morrison's resignation from the Board, effective 5:00pm September 16<sup>th</sup>. The Board examined the various options provided by OCP by-laws with regard to this new vacancy.

**Motion:** The Board approved the motion to declare the eligible registrant with the next highest number of votes in August 2024 be acclaimed to the vacant position and serve on the Board of Directors for a 1-year term.

Following approval of the above Motion, Randy Baker provided the Board of Directors with a statement of resignation as a public member and immediately left the meeting.

## 16. Committee Reports – For Information

The College's 12 committee Chairs and resource staff presented their annual reports detailing their accomplishments and challenges over the past 12 months. Board members acknowledged the work of all committee members, along with staff resources and noted the value of making the Committee reports available as a benchmark document for future reference going forward.

## 17. Results of 2024 OCP Employee Engagement Survey – For Information

The Board received a presentation on the results of the 2024 OCP Employee Engagement Survey, presented by Roshmi Roy, Senior Analyst, Diagnostics, Advisory and Data Insight, representative for McLean and Company.

**18. Motion:** Pursuant to the Health Professions Procedural Code s 7 (2)(d) the Board approved a pause in the public portion of the meeting and moved *in camera*.

Prior to introducing item 19 the Board chair noted for information that the Board remains constituted until such time as the Public Appointment Secretariat revokes Randy Baker's appointment, and therefore his immediate resignation does not affect the decisions of the Board at this meeting.

***\*While Board Chair Doug Brown presented items 19, 14 and 15 for the Board's consideration, Board Vice-Chair Connie Beck acted as Chair.***

## 19. By-Law Changes – For Decision

Susan James, Acting Registrar, introduced the proposed changes for College By-Law No 7 and along with Thomas Custers, Director Corporate Services, reviewed the substantive changes.

**Motion:** The Board approved the circulation of College By-Law No 7 for public consultation.

## 20. 2025 Operational Plan – For Decision

***\*Siva Sivapalan recused himself from this discussion, noting a perceived conflict of interest.***

**Motion:** Pursuant to the Health Professions Procedural Code s 7 (2)(b) the Board paused the public portion of the meeting and moved *in camera*.

Following the *in camera* discussion, the Board debated the financial capacity of the College to pursue the 2025 Operational Plan priorities. Some members felt that pursuing all the priorities would create a deficit which they felt was not desirable. Other members voiced that a short-term deficit followed by a surplus was palatable.

Across the Board, the consensus was that additional financial information was required – including the cost of the new commitment to engage in a Governance Review - but that approving the 2025 Operational Plan in principle was appropriate.

**Motion:** The Board approved the priorities and direction for the 2025 Operational Plan.

#### **14. Changes to the Investment Policy – For Decision (re-ordered)**

The immediate past Chair of the Finance and Audit Committee asked the Board to consider amending the current investment Policy to allow for diversification of guaranteed investment certificates (GICs) and to ensure conflicts of interest with investments were avoided by setting a percentage threshold for directly held investments in relation to the entire investment portfolio.

**Motion:** The Board approved the recommendations of the Finance and Audit Committee to update the Investment Policy Statement and Procedure of Reserve Funds which supports Board Policy 4.12 – Investments as follows:

To remove clause 2.3 and insert the following statement: Investment in guaranteed investment certificates (GICs) must be held in one of the following banks: Royal Bank of Canada, Toronto-Dominion Bank, Bank of Montreal, Bank of Nova Scotia, or Canadian Imperial Bank of Commerce, or managed through an approved investment manager. Selected bank(s) must maintain a credit rating of A or above from one of the three globally leading credit rating agencies (S&P Global Rating, Moody's, Ritch Group).

To include a conflict-of-interest clause that the College may hold direct investments in companies with pharmacy operations, provided these operations are not part of the company's 'core' business and that the total investment in such companies does not exceed 5% of the entire investment portfolio.

#### **15. Appointment of the Auditor for 2024 – For Decision (re-ordered)**

The Board discussed the annual appointment of an auditor.

**Motion:** The Board approved the appointment of Tinkham LLP Chartered Professional Accountants as auditor for 2024.

#### **20. Adjournment**

Having reached the end of the agenda, the meeting was adjourned.

Vera Patterson  
Governance Coordinator

Doug Brown  
Board Chair