



DATE:	Monday, February 24, 2025 – 1:00pm
SUBJECT:	Executive Committee Meeting
ATTENDEES:	Doug Brown (Chair), Connie Beck, JP Eskander, Adrienne Katz, Siva Sivapalan
GUESTS:	Anna Matas, Tatha Swann
STAFF:	Susan James, Thomas Custers, Angela Bates, Todd Leach, Christian Guerette, Stephenie Summerhill
LOCATION:	MS Teams

1. Welcome & Land Acknowledgement

The Chair called the meeting to order at 1:00pm. Siva Sivapalan offered the Land Acknowledgement.

2. Declaration of Conflict of Interest

The Chair asked if any member of the Committee had any conflicts to declare. Siva Sivapalan declared a conflict on Agenda Item 6.

3. Approval of Minutes

Motion: THAT the Executive Committee approve the November 25th, 2024, January 13 and February 10, 2025 meeting minutes as presented.

The motion was moved and seconded. The motion **CARRIED**.

4. Draft Agenda for Board of Directors Meeting on March 24, 2025

The Executive Committee reviewed the draft agenda for the March 24 Board Meeting.

Susan James, Acting Registrar, presented the order of agenda items and let the committee know that moving forward all Board materials will be posted an extra seven days in advance. This change is being made to accommodate extra review time for the Board Directors and to allow the opportunity to ask any questions or to provide any concerns prior to the materials being posted publicly.

It was determined that the order of items as proposed required no changes at this point, but it was suggested to explore the idea of a consent agenda to save time on items that do not require any discussion such as approval of meeting minutes and possibly policies with minimal changes proposed for approval. This will allow more time for discussion on the Plan to Return to Financial Stability and the Regulatory Options for Preferred Provider Networks which the Board will be heavily focused on.

Discussion ensued on when and how policies come to the Board for approval and the Committee requested more information on this. The staff were directed to investigate the existing policy on how policies are brought to the Board for approval to ensure there is a consistent approach moving forward.

The Committee also reviewed the need for the in-camera discussions and how they will flow after breaks throughout the meeting to ensure interruptions are minimal for those observing virtually.

5. Governance Review – Consultant Selection

Siva Sivapalan, Governance Committee Chair commended staff and the Governance Review Committee (GRC) for working hard and for quick turnaround times on finding a consultant to move forward on this project. In summary, there were eight proposals submitted and the GRC shortlisted these submissions down to four using their scoring rubric for interviewing. All submissions were good and met our criteria but after interviews the GRC was able to recommend their first choice to the Governance Committee to vet and approve for the Executive Committee to make the final decision. This was a very fulsome review and process, and all committee members involved are confident in the choice being proposed.

Further discussion on the specific details of the eight proposals continued, the vendor approaches and next steps. The Executive Committee was impressed with the due diligence of the GRC and looks forward to seeing how this committee manages through the Governance Review process and the learnings that will come of it.

Motion: THAT the Executive Committee approve the Institute on Governance to carry out the governance review, which was directed by the Board on September 15, 2024, in accordance with the Terms of Reference approved by the Board on November 6, 2024.

The motion was moved and seconded. The motion **CARRIED**.

6. Appointment of the 2025 Screening Committee

* **Siva Sivapalan recused himself from the discussion and this decision.**

Susan James, Acting Registrar presented the briefing note and the proposed 2025 Screening Committee slate to the Executive Committee so that they could determine whether to recommend the proposed slate to the Board for approval. Susan commended Sharlene Rankin, Executive Assistant to the Directors, for her hard work on putting this together. Of note, one of the recommended appointees has sat on this committee for a few years while the other four are being put forward with a fresh perspective. This approach to rotate/change the participants is important to ensure bias from review of candidate applications in previous years is removed over time.

After reviewing a short bio of each proposed appointee and clarifying that the Governance Chair, who is appointed to this committee, isn't assumed to be the chair of the Screening Committee, concern was raised that there is only one pharmacy professional being suggested on the slate. The Executive Committee discussed this at length, noting the importance of representing the profession on this committee before voting.

Motion: THAT the Board approve the appointments of the 2025 Screening Committee as follows:

- Governance Committee Chair, Siva Sivapalan
- Public Director – Danny Paquette
- Public Director – Devinder Walia
- Lay Committee Appointee – Megan Sloan (Chair candidate)
- Lay Committee Appointee – Jennifer Shin

The motion was moved and seconded. The motion **DEFEATED**.

The Executive Committee directed staff to adjust the slate to include another pharmacy professional and schedule another short meeting for the Committee to review and approve for recommendation for the Board meeting on March 24, 2025.

7. Governance Committee Proposal re - Succession Planning

Siva Sivapalan, Governance Committee Chair presented and asked the Executive Committee to consider this proposal to revise the College's By-Laws to address concerns regarding succession planning, board composition and term limits, and to determine if the issue is deemed a priority warranting consideration at a future Board meeting. The details of the changes would be presented to the Board and although there may be significant work from a staff resource perspective, the Executive Committee did agree that this is an important issue to bring forward.

After much discussion, it was decided by the Committee that this issue be brought to the June 9, 2025 Board Meeting for consideration and that the staff will provide a plan and timeline on this item.

Motion: THAT the Executive Committee review the concerns raised by the Governance Committee and if deemed an issue of priority, determine the timing of when this topic should be brought forward to the Board for consideration as an additional activity for the operational plan.

The motion was moved and seconded. The motion **CARRIED**.

8. Status Review of KPI's

At the Executive Committee Meeting on January 13th, 2025, the Committee provided the following interim KPI's for the Acting Registrar and Acting CEO that includes progression on three key topics:

- a) Elimination of the deficit,
- b) Clarity of direction on PPN with alignment with the Board direction provided on July 8, 2024,
- c) Relationship building between Board and staff at OCP,
and any other KPI's that the Executive Committee and Management Team may see as appropriate in the interim.

Susan James, Acting Registrar and Thomas Custers, Acting CEO along with the other members of the OCP Leadership team, reported back the progress on each KPI and what the Executive Committee can expect to be presented at the Board meeting. The Committee was impressed with the progress so far and look forward to hearing more details at the Board meeting. The KPI regarding the relationship building between Board and staff at OCP was unfortunately not addressed due to time restraints from an in-camera item that was added to the agenda by the Executive Committee.

9. HR Information (In Camera) - *All staff were asked to leave the meeting at 3:00pm.*

The Committee discussed personnel matters. No actions were provided for inclusion in the minutes.

10. Adjournment

There being no further business, at 4:30 p.m., a motion to adjourn the meeting was moved and seconded. The motion was **CARRIED**.

Doug Brown
Board Chair

Stephenie Summerhill
Executive Assistant to the Registrar and CEO