



**MINUTES**  
**CMLTO BOARD MEETING**

**Hybrid (In-person / Virtual (via Microsoft Teams))**  
Thursday, February 12, 2026 / 9:00 a.m. – 5:15 p.m.  
Chair: K. Persad, Chair – CMLTO Board of Directors

<b>BOARD MEMBERS:</b>	
<i>PRESENT:</i>	
<u>Professional Board Members</u>	<u>Public Board Members</u>
Karen Persad, Chair	Tammie Rix, Vice-Chair, Public
George Broukhanski, Vice-Chair, Professional	Andrew Chan
Mary Costantino	Nathan Clark
Lucia Di Pietro	Walter Hewus
Jessica McBane	Peter McLeman
James Jose	Jen Pilzecker
Krista Unruh	Rohini Soni
Imaya Vithana	Vivian Ufodike
Matthew Wong-Fung	
Lavern Bourne (Academic Member)	
<i>REGRETS:</i>	
Victor Lan ( <i>Regrets</i> )	
<b>CONSULTANT/PRESENTER/GUEST:</b>	
Karen Fryday-Field, Governance Consultant, Meridian Edge Management and Governance Consulting (Consultant)	
Ahmad Mozaffari, Counsel, Steinecke Maciura LeBlanc (Presenter)	
<b>CMLTO STAFF:</b>	
John Tzountzouris, Registrar and CEO	
Maggie Cakar, Governance Specialist	
Chandler Fitzpatrick, Administrator, Corporate Services & Executive Office (Recorder)	
<i>For a Portion of the meeting:</i>	
Anna Patanao, Associate, Professional Practice	
Effie Lau, Professional Coordinator, Quality Assurance	
Iuliia Rud, Coordinator, Registration	
Kathrine Stevenson, Manager, Regulatory Programs	
Michelle Price, Specialist, Corporate Communications	
Rita Azzopardi, Coordinator, Professional Conduct	



## 1.0 WELCOME, INTRODUCTIONS AND CALL TO ORDER

### 1.1 INTRODUCTIONS AND ROLL CALL

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K. Persad, Chair, called the meeting to order at 9:01 a.m. and conducted the roll call.

***16 Board Members present, 15 voting.***

### 1.2 LAND ACKNOWLEDGEMENT

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The Chair presented a Land Acknowledgement as a demonstration of recognition for and reconciliation with Indigenous Peoples.

### 1.3 INTRODUCTIONS AND WELCOME TO NEW BOARD MEMBERS

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Welcoming remarks were given by the Chair to the new Board Members, followed by an introduction session for all attending Board Members.

I. Vithana joined the meeting at 9:10 a.m.

***17 Board Members present, 16 voting.***

J. Tzountzouris provided information to the Board regarding on-site emergency evacuation processes and the annual Persons Requiring Assistance form circulation.

### 1.4 BOARD POLICY MANUAL UPDATE

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J. Tzountzouris informed the Board Members that the CMLTO Board Policy Manual, accessible through the Board Portal, was updated after the December Board meeting.

## 2.0 APPROVAL OF MEETING AGENDA

### 2.1 REVIEW AND APPROVAL OF MEETING AGENDA

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The Chair asked for a motion to approve the meeting agenda as presented.

**Decision/Motion:**

**MOVED BY N. Clark / SECONDED BY K. Unruh**

**MOTION CARRIED**

**Be it resolved that,**

The Board moves to approve the meeting agenda as presented.

### 2.2 DECLARATION OF CONFLICT OF INTEREST

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The Chair asked the Board Members to declare any conflicts of interest they may have.

There were no conflicts of interest declared by the Board Members.



The Board was reminded that should a conflict arise at any time during the meeting, it should be declared.

The CMLTO Code of Conduct and Confidentiality Agreement, Conflict of Interest Forms signed by all Board Members have been included on the CMLTO Board Portal for reference by all Board Members.

### 3.0 CONSENT AGENDA

The Chair asked for a motion to accept the Consent Agenda Items (3.2 – 3.4).

#### 3.2 STATUTORY COMMITTEE MONITORING REPORTS

- 3.2.1 Executive Committee
- 3.2.2 Inquiries, Reports and Complaints Committee
- 3.2.3 Registration Committee

#### 3.3 INCIDENTAL BRIEFING REPORTS

- 3.3.1 Board Chair's Incidental Briefing Report
- 3.3.2 Academic Member's Incidental Briefing Report

#### 3.4 CONSENT AGENDA REPORTS

- 3.4.1 Board Governance Scorecard (Q4) 2025
- 3.4.2 Updated Board Policy Champion Assignments for 2026 (Related Board Policy: GP IV-60 Board Policy Champion Assignments)
- 3.4.3 Governance Modernization Plan: Board Update
- 3.4.4 CMLTO Health Human Resource Framework report
- 3.4.5 **Incidental Reports from Board and Committee Members Attending External Events:**
  - 3.4.5.1 HPRO: Discipline Orientation Workshop Basic Session – A. Chan
  - 3.4.5.2 HPRO Discipline Orientation: Basic Session – F. Joatar
  - 3.4.5.3 HPRO Discipline Orientation: Basic Session – V. Ufodike
  - 3.4.5.4 HPRO: Discipline Orientation Workshop Basic Session and Advanced Session – H.K. Tseng
  - 3.4.5.5 HPRO Discipline Orientation Workshop Advanced Session – T. Rix
- 3.4.6 **Board Mentor Program Reports to Board (GP IV-130)**
  - 3.4.6.1 A. Chan – Board Mentor Program Report
  - 3.4.6.2 N. Clark – Board Mentor Program Report
  - 3.4.6.3 L. Lan – Board Mentor Program Report

#### Decision/Motion:

**MOVED BY** J. Jose / **SECONDED BY** R. Soni

#### **MOTION CARRIED**

**Be it resolved that,**

The Board moves to approve the Consent Agenda (Agenda items 3.2 – 3.4).



### **3.1.1 APPROVAL OF THE MINUTES OF NOVEMBER 21, 2026 CMLTO BOARD MEETING**

The Chair asked for a motion to approve the minutes of the November 21, 2025 CMLTO Board Meetings.

**Decision/Motion:**

**MOVED BY N. Clark / SECONDED BY I. Vithana**

**MOTION CARRIED**

**Be it resolved that,**

The Board moves to approve the Minutes of the November 21, 2025 CMLTO Board Meeting.

***17 Board Members present, 12 voting on this motion.***

### **3.1.2 STATUS OF ACTION ITEMS – NOVEMBER 21, 2025 CMLTO BOARD MEETING**

J. Tzountzouris updated the Board Members on the status of the action items from the November 21, 2025 CMLTO Board Meeting. All items have been completed or will be completed as of today (as Agenda Items during today's meeting).

### **3.1.3 APPROVAL OF THE MINUTES OF DECEMBER 8 & 9, 2025 CMLTO BOARD MEETINGS**

The Chair asked for a motion to approve the minutes of the December 8 & 9, 2025 CMLTO Board Meetings.

**Decision/Motion:**

**MOVED BY A. Chan / SECONDED BY L. Di Pietro**

**MOTION CARRIED**

**Be it resolved that,**

The Board moves to approve the Minutes of the December 8 & 9, 2025 CMLTO Board Meetings.

***17 Board Members present, 13 voting on this motion.***

The CMLTO Administrator, Corporate Services & Executive Office and Board Chair reminded the Board that, in compliance with the underlying Board Policy GP IV-45.05 Board Meeting Process and Minutes, votes would be counted and reflected in the Minutes for Motions 3.1.3 and 3.1.1 only for those Board members who were present at the meeting(s) in question. Board members who had not attended the Board meeting, comprised of those who submitted Regrets for one or more meeting dates and those who have joined the CMLTO Board of Directors since the relevant Board meeting, were not eligible to have votes counted on these motions.

### **3.1.4 STATUS OF ACTION ITEMS – DECEMBER 8 & 9, 2026 CMLTO BOARD MEETING**



J. Tzountzouris updated the Board Members on the status of the action items from the December 9 & 10, 2025 CMLTO Board Meetings. All action items have been completed or are in progress in line with implementation plans. Items deferred to the February Board meeting agenda will be completed in the February Board meeting.

#### **4.0 GOVERNANCE PROCESS: POLICY IMPLEMENTATION**

##### **4.1 APPROVAL OF EXECUTIVE COMMITTEE RECOMMENDATIONS FOR COMPOSITION OF 2026 STATUTORY COMMITTEES**

The 2025 Executive Committee developed the proposed composition of 2026 Statutory Committees at its meeting in January 2026. The Committee considered the requirements of each Statutory Committee (statutory restrictions, continuity, experience, etc.), the interests and preferences of the Board members and Non-Board Committee Members (NBCMs) in serving on the committees in developing the proposed composition.

**Decision/Motion:**

**MOVED BY** L. Bourne / **SECONDED BY** J. McBane

**MOTION CARRIED**

**Be it resolved that,**

The Board moves to approve the proposed 2026 CMLTO Statutory Committee Compositions, as presented in Appendix 1.

J. Tzountzouris, R/CEO, shared with the Board the next administrative steps which will be taking place in short order to move forward with the approved 2026 CMLTO Statutory Committees:

- Appointment letters will be sent out to all Committee Members, and individuals who submitted interest to participate as an NBCM.
- Chairs will be contacted with the draft 2026 CMLTO Statutory Committee Meetings schedule to ensure capacity for the selected dates.
- Once the schedule is confirmed, Outlook meeting invitations for all 2026 CMLTO Statutory Committee Meetings will be produced.

The R/CEO additionally noted that there was an overwhelming interest response for potential Non-Board Committee Members for 2026 and the Executive Committee was unable to assign all interested individuals to a CMLTO Statutory Committee.

##### **4.2 PLANNING PART 2 FOR 2026 INTEGRATED BOARD STRATEGIC AGENDA**

K. Fryday-Field presented the:

- Draft 2026 Integrated Board Strategic Agenda/Plan (IBSA),
- Draft Board Goals for 2026, and
- Key Priority Areas for CMLTO 2026 Integrated Board Strategic Agenda/Work Plan Identified by the CMLTO Board.



The Board participated in breakout groups to each focus on a subset of the 2026 CMLTO Board Goals using the worksheet provided by Meridian Edge:

1. Board Orientation and Continuing Education,
2. Board Process Development and Continuous Improvement, and
3. Board Structural Modernization.

N. Clark temporarily departed the meeting at 10:27 a.m., during the breakout activity.

**16 Board Members present, 15 voting.**

The group emphasizing Board Orientation and Continuing Education shared the highlights of their discussion and their recommendations with the overall Board.

A motion was put on the table during this session, and it was voted upon after the session break, once Agenda Item 4.2 resumed.

***BREAK (10:46 – 11:02 a.m.)***

J. Pilzecker arrived at the meeting at 11:02 a.m., during the break.

**17 Board Members present, 16 voting.**

**4.2 PLANNING PART 2 FOR 2026 INTEGRATED BOARD STRATEGIC AGENDA (CONTINUED)**

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K. Fryday Field, Governance Consultant, continued the Agenda Item by inviting the remaining groups shared their highlights of their discussion and their recommendations with the overall Board.

K. Fryday-Field requested that all groups provide their notes for the next steps.

**Decision/Motion:**

**MOVED BY J. Jose / SECONDED BY G. Broukhanski**

**MOTION CARRIED**

**Be it resolved that:**

1. The Board approves the Summary of 2026 Board Priorities as identified at the December 2025 Board meeting outlined in Figure 1 as an accurate reflection of the Board's learning and desired next steps/action plan for governance development.
2. The Board approves in principle, the 2026 Board goals as developed and discussed at the February 2026 Board meeting.
3. The Board approves the Integrated Board Strategic Agenda/Work Plan (IBSA) for 2026 as discussed at the February Board meeting.

The CMLTO staff members joined the meeting as observers for Agenda Items 5.1, 5.2.



## 5.0 GOVERNANCE PROCESS: BOARD ORIENTATION / CONTINUING LEARNING

### 5.1 OVERVIEW OF CMLTO ORGANIZATION, CMLTO STRATEGIC FRAMEWORK 2024-2027, CMLTO KEY STRATEGIC PRIORITIES

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J. Tzountzouris delivered a presentation and addressed the following topics:

- CMLTO Organizational Structure
- CMLTO Strategic Framework 2024-2027
- CMLTO Key Strategic Priorities
- Key Board documents

The Board was provided an opportunity to raise any questions, with responses provided by J. Tzountzouris.

N. Clark returned to the meeting at 11:41 a.m.

**18 Board Members present, 17 voting.**

The Board was provided with an opportunity to ask any questions, with responses provided by J. Tzountzouris.

### **LUNCH (12:15 – 1:01 p.m.)**

L. Di Pietro and N. Clark temporarily departed the meeting at 1:00 p.m.

**16 Board Members present, 15 voting.**

### 5.2 FUNDAMENTAL PRINCIPLES OF GOVERNANCE (BRIEF OVERVIEW STORY TOLD BY EXPERIENCED BOARD MEMBERS)

#### **CASE STUDY/BOARD REHEARSAL ON BOARD DELEGATION TO THE CEO REASONABLE INTERPRETATION AND MONITORING**

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K. Fryday-Field delivered a presentation on the CMLTO Governance Approach and provided an overview of:

- Summary of Ends (Critical Outcomes)
- Ends (Critical Outcomes) Interpretation
- Governing Values and Risk – Executive Limitations
- The Role of the Governing Board: strategic direction, protection, assurance, connection
- Buckets of Board Policy
- Case dilemma example regarding Ends Interpretation
- Key Governance Principles and Practices for High Impact Boards
- Case dilemma example regarding Ends Interpretation

L. Di Pietro returned to the meeting at 1:24 p.m.

**17 Board Members present, 16 voting.**



N. Clark returned to the meeting at 2:00 p.m.  
**18 Board Members present, 17 voting.**

**BREAK (2:21 – 2:36 p.m.)**

## **5.2 SERIES OF CASE VIGNETTES TO PRACTICE/ APPLY CMLTO'S GOVERNANCE PRINCIPLES**

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K. Fryday-Field resumed the presentation on the CMLTO Governance Approach and provided an overview of:

- Key Governance Principles and Practices for High Impact Boards (continued)
- Big Risk Buckets for the Organization
- Building Governance of Risk
- Case vignette examples regarding Governance of Risk

J. McBane temporarily departed the meeting at 2:53 p.m.  
**17 Board Members present, 16 voting.**

J. McBane returned to the meeting at 3:11 p.m.  
**18 Board Members present, 17 voting.**

M. Costantino temporarily departed the meeting at 3:29 p.m.  
**17 Board Members present, 16 voting.**

L. Bourne departed the meeting at 3:30 p.m.  
**16 Board Members present, 15 voting.**

A. Mozaffari joined the meeting at 3:30 p.m. to present Agenda Item 5.3.

## **5.3 LEGAL PERSPECTIVES OF REGULATION: BOARD MEMBER'S ROLE & RESPONSIBILITIES AND TRENDS IN HEALTH REGULATION**

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A. Mozaffari, Counsel, SML Law, delivered an orientation presentation regarding the Board Member's Role and Responsibilities, and addressed the following topics:

- Foundational Concepts
- Governance
- Participant Roles
- Fiduciary duties
- Conflict of Interest
- Confidentiality

The Board Chair thanked A. Mozaffari for their informative presentation.

M. Costantino returned to the meeting at 3:41 p.m., during the presentation.  
**17 Board Members present, 16 voting.**

K. Unruh departed the meeting at 3:48 p.m., during the presentation.



**16 Board Members present, 15 voting.**

L. Di Pietro departed the meeting at 4:09 p.m., during the presentation.

**15 Board Members present, 14 voting.**

**BREAK (4:29 – 4:34 p.m.)**

W. Hewus departed the meeting at 4:31 p.m., during the break.

**14 Board Members present, 13 voting.**

CMLTO staff member K. Stevenson, Manager, Regulatory Programs, joined the meeting for Agenda Item 5.4.

#### **5.4 THE HISTORY OF AND UPDATE ON CURRENT STRATEGIES TO ACHIEVE MLA/T REGULATION**

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J. Tzountzouris, R/CEO, addressed the Board with a high-level presentation summarizing the Briefing Report from the meeting material, regarding the history of and a contemporary update on strategies to achieve the regulation of Medical Laboratory Technicians and Assistants in Ontario.

The Board was provided with an opportunity to ask questions, with responses provided by J. Tzountzouris, or to provide feedback regarding the presentation. For one question raised, the R/CEO suggested and the Board member agreed to a plan for the R/CEO to provide a fulsome response to their question in another Agenda Item, in closed session, at tomorrow's meeting.

##### **Board Feedback/Discussion:**

When asked about the format of the presentation – a historical narrative approach, the Board indicated their appreciation for this presentation style. Experienced Board members indicated new takeaways regarding this strategic initiative because of the presentation style. One member described the style as a “streamlined” “summary in person” and indicated their preference for this style of presentation, given their careful pre-reading of the meeting material.

#### **6.0 ADJOURNMENT**

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The Chair thanked the speakers and the Board Members for their participation and adjourned the meeting at 5:04 p.m.

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**G. Broukhanski**  
Vice-Chair, Professional

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**John Tzountzouris**  
Registrar & CEO



**MINUTES**  
**CMLTO BOARD MEETING**

**Hybrid (In-person / Virtual (via Microsoft Teams))**  
Friday, February 13, 2026 / 8:30 a.m. – 4:45 p.m.  
Chair: K. Persad, Chair – CMLTO Board of Directors

<b>BOARD MEMBERS:</b>	
<i>PRESENT:</i>	
<u>Professional Board Members</u>	<u>Public Board Members</u>
Karen Persad, Chair	Tammie Rix, Vice-Chair, Public
George Broukhanski, Vice-Chair, Professional	Andrew Chan
Mary Costantino	Nathan Clark
Lucia Di Pietro	Walter Hewus
Jessica McBane	Peter McLeman
James Jose	Jen Pilzecker
Krista Unruh	Rohini Soni
Imaya Vithana	Vivian Ufodike
Matthew Wong-Fung	
Lavern Bourne (Academic Member)	
<i>REGRETS:</i>	
Victor Lan ( <i>Regrets</i> )	
<b>CONSULTANT/PRESENTER/GUEST:</b>	
Karen Fryday-Field, Governance Consultant, Meridian Edge Management and Governance Consulting (Consultant)	
<b>CMLTO STAFF:</b>	
John Tzountzouris, Registrar & CEO	
Maggie Cakar, Governance Specialist	
Chandler Fitzpatrick, Administrator, Corporate Services & Executive Office (Recorder)	



## 1.0 WELCOME, INTRODUCTIONS, AND CALL TO ORDER

### 1.1 INTRODUCTIONS AND ROLL CALL

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K. Persad, Chair, called the meeting to order at 8:34 a.m. and conducted the roll call.

***16 Board Members present, 15 voting.***

## 2.0 APPROVAL OF MEETING AGENDA

### 2.1 REVIEW AND APPROVAL OF MEETING AGENDA

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The Chair asked for a motion to approve the meeting agenda.

**Decision/Motion:**

**MOVED BY** L. Di Pietro / **SECONDED BY** I. Vithana

**MOTION CARRIED**

**Be it resolved that,**

The Board moves to approve the meeting agenda as presented.

### 2.2 DECLARATION OF CONFLICT OF INTEREST

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The Chair asked the Board Members to declare any conflicts of interest they may have.

There were no conflicts of interest declared by the Board Members.

The Board was reminded that should a conflict arise at any time during the meeting, it can be declared.

## 3.0 ENDS POLICY DEVELOPMENT & IMPLEMENTATION

### 3.1 CAMLPR INTEGRATION / PROFESSIONAL STANDARDS RISK ANALYSIS

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J. Tzountzouris presented a summary of the Briefing Report highlighting the known financial, reputational, and operational risks to the CMLTO as a result of the integration based on the new role of the Canadian Alliance of Medical Laboratory Professionals Regulators (CAMLPR) and the relationship of the CMLTO to CAMLPR. This Agenda Item and Briefing Report were prepared in response to a request by the Executive Committee to provide a full risk analysis to the Board of Directors.

The Board was provided with an opportunity to ask any questions, with responses provided by J. Tzountzouris. A fulsome discussion period addressing all Board members' questions took place. A couple of questions were addressed to both the R/CEO and the Academic Member, who provided a response.

J. Pilzecker arrived at the meeting at 8:38 a.m.

***17 Board Members present, 16 voting.***



K. Fryday-Field, Governance Consultant, arrived at the meeting at 8:41 a.m.

G. Broukhanski arrived at the meeting at 8:52 a.m.

**18 Board Members present, 17 voting.**

**Action Item 3.1:**

Existing and planned communications in this area to be reviewed; emphasis of information to Employers within the focus of ensuring MLTs are registered in the appropriate specialty/specialties for their scope of work during hiring to be incorporated in the next edition of the CMLTO Employer Newsletter.

#### **4.0 GOVERNANCE PROCESS: BOARD ORIENTATION / CONTINUING LEARNING**

##### **4.1 CMLTO GOVERNANCE APPROACH: THE ROLE OF THE POLICY CHAMPION – GP IV-60**

K. Fryday-Field, Governance Consultant, addressed the Board with an orientation and overview of the processes and responsibilities for the role of the Policy Champion on the CMLTO Board of Directors.

The Board was provided with an opportunity to raise any questions or provide feedback, with responses provided by K. Fryday-Field.

Upon request from the Board Chair, to facilitate the accessibility of information, the Administrator, Corporate Services & Executive Office provided a brief overview displaying the areas of the CMLTO Board Portal site of key relevance regarding Board Policies and Policy Champions responsibilities.

**BREAK (10:46 – 10:58 a.m.)**

#### **5.0 GOVERNANCE PROCESS: POLICY IMPLEMENTATION**

##### **5.1 PLANNING FOR APRIL BOARD GENERATIVE / STRATEGIC DIRECTIONS PLANNING SESSION**

M. Cakar, Governance Specialist, and J. Tzountzouris, R/CEO, addressed the Board with a presentation providing context regarding the April Board Generative / Strategic Directions Planning Session, emphasizing the following details:

- Topics of Focus
- High-Level Content Summary for each session
- Board Reflection and Intended Outcomes for each topic

The Board was provided with an opportunity to raise any questions, with responses provided by M. Cakar and J. Tzountzouris, K. Persad, and provide feedback.



**Board Discussion/Feedback:**

- Board Members indicated that these focused sessions are quite valuable and that this meeting will be helpful for determining the strategic directions of the Board.
- Regarding whether this will be a working meeting or a decision-based meeting, the R/CEO indicated the emphasis will be on maximizing effectiveness and will vary by topic. The Board will receive information in their meeting package to come prepared, there will be focused discussions, the Board will provide direction and feedback about some topics, and one topic is primarily informational.
- Further information was requested regarding Topic 4: CMLTO Financial Planning, seeking understanding of this focus' goals given the CMLTO's healthy financial situation. The R/CEO reported that this item will be primarily informational in nature, ahead of regular annual budget processes in subsequent 2026 Board Meetings, and is being undertaken in response to feedback that identified a desire for broader information about CMLTO financial health.
- The Board was reminded and Board Members echoed that for this session in particular, Board Members often report that the meeting is highly beneficial to attend in person. Board Members attending virtually were reminded to join the meeting using their CMLTO credentials to ensure technical functionality.

**5.2 CMLTO BY-LAW CONSULTATION RESULTS RE: CMLTO BOARD COMPETENCY AND LEADERSHIP CHARACTERISTICS PROFILE & RELATED COMPETENCY-BASED ELIGIBILITY REQUIREMENTS**

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J. Tzountzouris, R/CEO, provided an overview of the circulation of the proposed CMLTO By-Law amendments to Registrants which took place since the December 2025 Board Meeting.

Although the proposed By-Law amendments to the election processes were not subject to mandatory circulation under the *RHPA*, in recognition that circulation was a governance best practice, the CMLTO team proposed and Board of Directors agreed to pursue this initiative for transparency and to facilitate consideration of any potential feedback from CMLTO Registrants or key partners.

During the consultation period, no Registrants or key partners provided feedback to the CMLTO. The R/CEO shared that the risk associated with these By-Law changes is low, and the changes are in line with Board direction. The CMLTO will proceed with the By-Law changes upon approval by the CMLTO Board of Directors.

The Board was provided with an opportunity to ask any questions or provide their comments or feedback, with responses provided by J. Tzountzouris and K. Persad.

The Board Chair briefly summarized the context of this initiative to ensure understanding for the overall Board, and in particular, new CMLTO Board members.

**Board Discussion/Feedback:**



- Regarding whether Board Member exit interviews have been initiated to date at the CMLTO, this remains a potential future Governance Modernization emphasis.
- Mechanisms to ensure that this initiative, or individual Board Members' reflections and confidence about their competencies and leadership characteristics, does not inadvertently lead Board members to exit their roles.
- Expectations of CMLTO Board member competencies. The Board Chair reiterated that no individual Board member would be expected to hold all of the competencies featured in the framework; rather, it is intended to support the overall Board to strive to broadly meet these competencies as a collective.
- The R/CEO reiterated that rather than an eligibility mechanism, this is a framework representing the desired, and supported, skill mix of the overall Board, and to extend the learning culture of the CMLTO Board of Directors.
- The R/CEO summarized that overall, the By-Law Requirements would continue to be the primary criteria which potential Nomination candidates would be required to meet in order to move forward with their Nomination, as well as meeting the requirement to attend the Orientation session, which is intended to be supportive and provide the potential Nominee with the knowledge and empowerment to determine whether they wish to proceed with and finalize their Nomination for Election to the CMLTO Board of Directors.

**Decisions/Motions:**

**MOVED BY P. McLeman / SECONDED BY V. Ufodike**

**MOTION CARRIED**

**Be it resolved that the CMLTO Board:**

Approve the proposed amendments to the CMLTO By-Law, as outlined in Appendix 1, to incorporate the CMLTO Board Competency and Leadership Characteristics Profile and related competency-based eligibility requirements.

**Action Item 5.2:**

CMLTO By-Law to be amended as per Appendix 1.

## **6.0 GOVERNANCE PROCESS: BOARD POLICY REVIEW**

### **6.1 GP IV-20 STATUTORY AND BOARD COMMITTEE PRINCIPLES POLICY**

M. Costantino, Policy Champion, introduced the proposed changes to the Governance Process Policy GP IV-20 Statutory and Board Committee Principles Policy. This policy underwent regular review per the Policy Review Schedule.

**Board Discussion/Feedback:**

- A commitment was made to continue including both 'marked-up' and 'clean' copies of all policy reviews in Board meeting packages.

**Decisions/Motions:**



**MOVED BY J. Pilzecker / SECONDED BY L. Di Pietro**

**MOTION CARRIED**

**Be it resolved that:**

The Board moves to approve the proposed revisions to GP IV-20 Statutory and Board Committee Principles Policy outlined in Figure 1 as relevant and current.

**Action Item 6.1:**

Governance Process Policy GP IV-20 Statutory and Board Committee Principles Policy to be updated as per Figure 1.

**6.2 GP IV-45.05 BOARD MEETING PROCESS AND MINUTES POLICY**

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N. Clark, Policy Champion, introduced the proposed revisions to the Governance Process Policy GP IV-45.05 Board Meeting Process and Minutes Policy. Following a regular review of the policy in May 2025, the appendices for the policy were brought forward for further regular review.

The Board was provided with an opportunity to ask any questions, with responses provided by K. Persad and K. Fryday-Field.

J. Jose temporarily departed the meeting at 12:09 p.m.

***17 Board Members present, 16 voting.***

J. Jose rejoined the meeting at 12:19 p.m.

***18 Board Members present, 17 voting.***

**Decisions/Motions:**

**MOVED BY P. McLeman / SECONDED BY T. Rix**

**MOTION CARRIED**

**Be it resolved that:**

The Board moves to approve the updated Appendices 1a and 1b to the Governance Process Policy GP IV-45.05 Board Meeting Process and Minutes outlined in Figure 1 as relevant and current.

**Action Item 6.2:**

Appendices 1a and 1b to the Governance Process Policy GP IV-45.05 Board Meeting Process and Minutes to be updated as per Figure 1.

**6.3 GP IV-130 BOARD MENTOR PROGRAM POLICY**

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J. McBane, Policy Champion, introduced the proposed revisions to the Governance Process Policy GP IV-130 Board Mentor Program Policy. This policy was reviewed in as a regular review per the Policy Review Schedule.



Generative discussion regarding a specific section of the policy language took place.

**Board Discussion/Feedback:**

Based on Mentor feedback, to support flexibility of mentorship delivery and aid interpretation of the program phases, the Board was amenable to adding the word “Proposed” to each of the phase timelines, to instead state “Proposed Timeline:”.

**Decisions/Motions:**

**MOVED BY** W. Hewus **SECONDED BY** J. Pilzecker

**MOTION CARRIED**

**Be it resolved that:**

The Board moves to approve the proposed revisions to GP IV-130 Board Mentor Program Policy outlined in Figure 1 as relevant and current, as amended.

**Action Item 6.3:**

Governance Process Policy GP IV-130 Board Mentor Program Policy to be updated as per Figure 1 as amended.

***LUNCH (12:23 - 1:12 p.m.)***

V. Ufodike and M. Costantino departed the meeting at 12:23 p.m.

***16 Board Members present, 15 voting.***

**7.0 EXECUTIVE LIMITATIONS: BOARD POLICY REVIEW**

**7.1 EL II-09 INVESTMENT POLICY**

K. Fryday-Field, on behalf of V. Lan, Policy Champion, introduced the proposed revisions to the Executive Limitations Policy EL II-09 Investment Policy. This policy was reviewed as a regular review in alignment with the Policy Review Schedule.

The Board was in support of the proposed revisions to the policy and discussed the policy criteria and suggested items indicated for Board discussion, resulting in detailed updates to the proposed policy.

The Board was given an opportunity to ask any questions, which were responded to by the R/CEO.

**Board Discussion/Feedback:**

- Regarding policy criteria 2.3, the Board was comfortable proceeding without adding further clarification or any percentage to define “reasonable liquidity.”
- Regarding policy criteria 2.4, the Board determined that they would move forward without adding further clarification or definition regarding diversification. Instead,



they would revise policy criteria 2.4 to capture this drafted concept, with fine-tuning of language: “Reducing the organization’s risk by not exposing the organization to undue financial or investment risk as a result of excessive concentration of investments in a single asset class, issuer, or sector.” [To encapsulate more than 2 and to ensure the maturity date is included.]

- Excluding the proposed definition for “Liquidity” from the policy.
- Updating Point 4.1 and 4.2 from stating “the Fund Manager” to the term relevant to the CMLTO, which is “Wealth Advisor.” The R/CEO suggested referring to the roles as “Investment Advisor(s)” and adding a definition of Investment Advisor(s) to the end of the policy to ensure the ongoing relevance of the verbiage. A Board member suggested additionally adding “from one of the five major banks” verbiage.

To ensure clarity, promote best use of Board time, and ensure policy statements were updated as intended based on Board discussions, it was agreed upon that this would be taken offline to fine-tune language and re-present for Board approval by email.

**Decision/Motion:**

**MOVED BY** L. Di Pietro / **SECONDED BY** R. Soni

**MOTION TABLED**

**Be it resolved that:**

The Board moves to approve the refreshed Executive Limitations Policy EL II-09 Investment outlined in Figure 1 as relevant and current.

**Action Item 7.1:**

Executive Limitations Policy EL II-09 Investment Policy to be updated based on Board discussion and re-presented for Board approval via email.

I. Vithana departed at 2:18 p.m.

**15 Board Members present, 14 voting.**

**7.2 EL II-10 FINANCIAL HEALTH POLICY – SPECIAL REVIEW OF EL II-10 & EL II-11**

J. Tzountzouris, R/CEO, introduced the proposed revisions to the proposed Executive Limitations Policy EL II-10 Financial Health Policy. This policy is being proposed for Board approval as part of a special review, requested by the Board, regarding the merging of existing Executive Limitations Policies EL II-10 and EL II-11 into a single, more holistic policy emphasizing Financial Health. This was brought forward at prior Board meetings and has been updated based on Board discussions to move forward with Board approval.

The Board was in support of the proposed new policy. The Board was provided with an opportunity to review the policy and provide feedback prior to the Board meeting, and the R/CEO discussed with the Board how this feedback would be incorporated.



**Board Discussion/Feedback:**

- In response to feedback in Appendix 1 regarding policy criteria 6 from the former EL II-10 Financial Planning and Budget Cycle Policy, it was determined to move forward with continuing to include an explicit requirement for a statement of operations or financial position in keeping with the prior policy's verbiage of "Include a Budgeted Statement of Operations and a resulting Statement of Financial Position (Financial Condition)."

- In response to feedback in Appendix 1 regarding policy criteria 6 from the former EL II-11 Financial Condition, it was suggested that the statement remain included in the new EL II-10 Financial Health policy, but that the language be revised to capture that the R/CEO shall not "cause or allow the organization to incur debt or financial obligations that cannot be repaid within 90 days from certain revenues that are not already restricted or committed."

**Decision/Motion:**

**MOVED BY P. McLeman / SECONDED BY J. Pilzecker**

**MOTION CARRIED**

**Be it resolved that:**

1. The Board moves to approve the new Financial Health Executive Limitations Policy EL II-10 outlined in Figure 1 as relevant and current, as amended.
2. The Board moves to rescind the current EL II-10 Financial Planning and Budget Cycle Policy.
3. The Board moves to rescind the current EL II-11 Financial Condition Policy.
4. The Board reassigns policy number EL-10 to the new Financial Health Executive Limitations Policy.

**Action Item 7.2:**

- Existing Executive Limitations Policy EL II-10 Financial Planning and Budget Cycle Policy EL II-10 to be rescinded.
- Existing Executive Limitations Policy EL II-11 Financial Condition Policy to be rescinded.
- New Executive Limitations Policy EL-10 Financial Health to be updated as per Figure 1 as amended by Board discussion.

**8.0 BOARD-CEO RELATIONSHIP: BOARD POLICY REVIEW**

**8.1 BCR III-20 BOARD SUPPORT OF THE REGISTRAR & CEO POLICY**

W. Hewus, Policy Champion, introduced the proposed revisions to Board-CEO Relationship Policy BCR III-20 Board Support of the Registrar & CEO Policy. This policy underwent regular review in keeping with the Policy Review Schedule.



The R/CEO raised that proposed policy criteria 6 might be challenging to evaluate or monitor compliance with.

**Board Discussion/Feedback:**

- Policy criteria 6 amended to read “Conducting all aspects of the Board/Registrar & CEO relationship through an equity, diversity, and inclusion lens.”

**Decision/Motion:**

**MOVED BY** L. Bourne / **SECONDED BY** R. Soni

**MOTION CARRIED**

**Be it resolved that:**

The Board moves to approve the refreshed Board-CEO Relationship Policy BCR III-20 Board Support of the Registrar & CEO outlined in Figure 1 as relevant and current, as amended.

**Action Item 8.1:**

Board-CEO Relationship Policy BCR III-20 Board Support of the Registrar & CEO Policy to be updated as per Figure 1 as amended.

## **9.0 BOARD MONITORING OF BOARD POLICY COMPLIANCE**

### **9.1 GP IV-80 BOARD CODE OF CONDUCT, CONFIDENTIALITY, AND CONFLICT OF INTEREST POLICY**

K. Persad, Board Chair and Policy Champion, introduced the Monitoring Report for Governance Process Policy GP IV-80 Board Code of Conduct, Confidentiality, and Conflict of Interest Policy, certifying partial compliance with the policy for the period of November 15, 2024 to November 15, 2025.

There were two policy criteria for which the Policy Champion had reported non-conformances, which were known to the Board Chair, and they had indicated these to exhibit partial compliance while encouraging Board discussion.

**Board Discussion/Feedback:**

- The Board determined that one of the areas, 6.5 Code of Conduct Resolution Process, could be indicated as fully compliant as the appropriate process per the policy was followed in response to the non-conformance and resulted in the matter being responded to adequately, in which case the matter was ultimately compliant with the policy criteria. They amended the conclusion to “fully compliant.”
- The Board determined that under the Respect and Collaboration section of the policy, the non-conformance indeed resulted in achieving partial compliance with the policy criteria.

**Decision/Motion:**



**MOVED BY P. McLeman / SECONDED BY T. Rix**

**MOTION CARRIED**

**Be it resolved that,**

The evidence provided demonstrates that overall Board has been in partial compliance with its Governance Process Policy GP IV-80 Board Code of Conduct, Confidentiality and Conflict of Interest Policy.

**Action Item 9.1:**

Governance Process Policy GP IV-80 Board Code of Conduct, Confidentiality, and Conflict of Interest Policy Monitoring Report for the period of November 15, 2024 to November 15, 2025 to be amended per Board discussion for internal record keeping.

***BREAK (3:18 – 3:33 p.m.)***

**10.0 BOARD MONITORING AGENDA – EXECUTIVE LIMITATIONS**

**10.1 EL II-11 FINANCIAL CONDITION POLICY**

J. Tzountzouris, R/CEO, presented their Executive Limitations Policy EL II-11 Financial Condition Policy Monitoring Report, certifying full compliance with the policy, for the period of January 1 to December 31, 2025. J. Tzountzouris noted that while this period covers year-end, this report does not represent the audited financial statements, which will be presented to the Board in May 2026.

**Decision/Motion:**

**MOVED BY L. Di Pietro / SECONDED BY J. Pilzecker**

**MOTION CARRIED**

**Be it resolved that the Board moves to approve:**

- The Monitoring Report as understandable and that the data provided gives sufficient evidence to demonstrate full compliance with the EL II-11 Financial Condition Policy for the period of January 1 to December 31, 2025.
- The Monitoring Report as understandable and further, that the Registrar & CEO Interpretation of EL II-11 Financial Condition Policy is reasonable, and that the data/evidence provided demonstrates reasonable achievement of the Registrar & CEO Interpretation. The Board confirms this is evidence of successful Registrar & CEO performance in this area.

W. Hewus departed the meeting 4:00 p.m., following this motion.

***14 Board Members present, 13 voting.***

**10.2 EL II-50 CORPORATE IDENTITY / COMMUNICATIONS AND PUBLIC IMAGE**

J. Tzountzouris presented their Executive Limitations Policy EL II-50 Corporate Identity / Communications and Public Image Policy Monitoring Report, certifying full



compliance with the policy for the period of September 10, 2024 to January 23, 2026.

**Decision/Motion:**

**MOVED BY J. Pilzecker / SECONDED BY R. Soni**

**MOTION CARRIED**

**The Board moves to approve:**

- The Monitoring Report as understandable, and that the data/provided gives sufficient evidence to demonstrate full compliance with the EL II-50 Corporate Identity / Communications & Public Image Policy for the period: September 10, 2024 – January 23, 2026.
- The Monitoring Report as understandable and further, that the Registrar & CEO Interpretation of EL II-50 Corporate Identity / Communications & Public Image Policy is reasonable, and that the data/evidence provided demonstrate reasonable achievement of the Registrar & CEO Interpretation. The Board confirms this is evidence of successful Registrar & CEO performance in this area.

**11.0 MOTION TO CLOSE BOARD MEETING**

**11.1 MOTION TO CLOSE THE BOARD MEETING IN ACCORDANCE WITH RHPA S.7(2)(D) RE PERSONNEL MATTERS**

The Board Chair called for a motion to close the meeting to the public for the purpose of discussing personnel matters.

**Decision/Motion:**

**MOVED BY N. Clark / SECONDED BY K. Unruh**

**MOTION CARRIED**

**Be it resolved that,**

The meeting moved into a closed session for the purpose of discussing personnel matters in accordance with the *RHPA Code*, Section 7. (2)(d).

**12.0 CLOSED SESSION: PERSONNEL MATTERS (RHPS s.7(2)(D)) (*CONFIDENTIAL*)**

**12.1 BOARD PERFORMANCE FEEDBACK TO REGISTRAR & CEO REGARDING POLICIES MONITORED AT THE FEBRUARY MEETING (AS REQUIRED) (*CONFIDENTIAL*)**

**12.2 REGISTRAR & CEO INCIDENTAL BRIEFING / ENVIRONMENTAL SCAN REPORT (*CONFIDENTIAL*)**

**12.3 REGISTRAR & CEO PERFORMANCE TRACKING THROUGH MONITORING REPORTS (*CONFIDENTIAL*)**

**12.4 IN-CAMERA SESSION: PERSONNEL MATTERS (RHPS s.7(2)(D)) (*CONFIDENTIAL*)**



## 12.4 REPORT ON COMPLETION OF REGISTRAR & CEO PERFORMANCE EVALUATION PROCESS AND COMPENSATION (JANUARY – DECEMBER 2025) (*CONFIDENTIAL*)

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### 13.0 MOTION TO REOPEN BOARD MEETING

#### 13.1 MOTION TO OPEN THE BOARD MEETING TO THE PUBLIC

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The Board Chair called for a motion to open the meeting to the public.

**Decision/Motion:**

**MOVED BY** J. Pilzecker / **SECONDED BY** P. McLeman

**MOTION CARRIED**

**Be it resolved that,**

The meeting be re-opened to the Public.

### 14.0 RISE AND REPORT

#### 14.1 REPORT ON MATTERS DISCUSSED IN CLOSED BOARD MEETING

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The Chair reported that the Board addressed the following agenda items during the closed session:

- Board Performance Feedback to Registrar & CEO Regarding Policies Monitored at February Board Meeting
- Registrar & CEO Incidental Briefing / Environmental Scan Report
- Registrar & CEO Performance Tracking Through Monitoring Reports (template)
- Board Chair's report on Completion of Registrar & CEO Performance Evaluation Process and Compensation (January to December 2025)

J. Jose departed the meeting at 4:47 p.m.

***13 Board Members present, 12 voting.***

### 15.0 ADJOURNMENT

The Chair thanked the Board Members for their participation and adjourned the meeting at 4:59 p.m.

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**G. Broukhanski**  
Vice-Chair, Professional

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**John Tzountzouris**  
Registrar & CEO