



MINUTES CMLTO BOARD MEETING

Hybrid (In-person / Virtual via Microsoft Teams)
Monday, May 25, 2025 / 9:00 a.m. – 4:00 p.m.
Chair: K. Persad, Chair – CMLTO Board of Directors

BOARD MEMBERS:	
<i>PRESENT:</i>	
Professional Board Members	Public Board Members
Karen Persad, Chair	Tammie Rix, Vice-Chair, Public
George Broukhanski, Vice-Chair, Professional	Jeffrey Dorfman
Mary Costantino	Walter Hewus
Lucia Di Pietro	Lin (Victor) Lan
James Jose	Peter McLeman
Jessica McBane	Jen Pilzecker
Krista Unruh	
Imaya Vithana	
Matthew Wong-Fung	
Lavern Bourne (Academic Member)	
<i>ABSENT:</i>	
	Andrew Chan (<i>Regrets</i>)
	Nathan Clark (<i>Regrets</i>)
	Rohini Soni (<i>Regrets</i>)
	Vivian Ufodike (<i>Absent</i>)
CONSULTANT/PRESENTER/GUEST:	
Karen Fryday-Field, Governance Coach, Meridian Edge Management and Governance Consulting (Consultant)	
Umar Saaed, Partner, Welch LLP (Presenter)	
Colleen Walsh, Senior Policy Analyst, Ministry of Health (Observer)	
CMLTO STAFF:	
John Tzountzouris, Registrar and CEO	
Maggie Cakar, Governance Specialist	
Chandler Fitzpatrick, Administrator, Corporate Services & Executive Office (<i>Recorder</i>)	
<i>For a Portion of the meeting:</i>	
Michelle Price, Specialist, Corporate Communications	

1.0 WELCOME, INTRODUCTIONS AND CALL TO ORDER

1.1 INTRODUCTIONS AND ROLL CALL

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

14 Board Members present, 13 voting.

1.2 WELCOME AND LAND ACKNOWLEDGEMENT

K. Persad presented a Land Acknowledgement as a demonstration of recognition for and reconciliation with Canada's Indigenous Peoples.

1.3 BOARD POLICY MANUAL UPDATE

J. Tzountzouris informed the Board Members that the CMLTO Board Policy Manual was updated after the February Board meeting.

1.4 BOARD MEETING EFFECTIVENESS EVALUATION BY BOARD MEMBERS

The Chair reminded the Board that they will be evaluating the effectiveness of the May Board meeting by using the Board Meeting Evaluation Tool, which can be found in the Board meeting package. The Board's feedback will be reviewed at the September Board meeting.

The Chair also indicated the Board would also receive a survey link via email to complete as part of the Board Meeting Evaluation.

2.0 APPROVAL OF MEETING AGENDA

2.1 REVIEW AND APPROVAL OF MEETING AGENDA

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

Decision/Motion:

MOVED BY I. Vithana / **SECONDED BY** P. McLeman

MOTION CARRIED

Be it resolved that,

The the Board moves to approve the meeting agenda as presented.

2.2 DECLARATION OF CONFLICT OF INTEREST

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, it should be



declared.

The CMLTO Code of Conduct and Confidentiality Agreement, Conflict of Interest Forms signed by all Board Members have been included in the Board meeting material on the confidential CMLTO Board Portal in pursuit of transparency as per the Ministry of Health College Performance Management Framework (CPMF).

3.1.1 APPROVAL OF THE MINUTES OF FEBRUARY 12 & 13, 2026 CMLTO BOARD MEETINGS

The Chair asked for a motion to approve the minutes of the February 12 & 13, 2026 CMLTO Board Meetings.

Decision/Motion:

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

MOTION CARRIED

Be it resolved that,

The Board moves to approve the Minutes of February 12 & 13, 2026 CMLTO Board Meetings.

Board Members who were present at the February 12 & 13, 2026 meeting voted for the motion: 11 voting.

3.1.2 STATUS OF ACTION ITEMS – FEBRUARY 12 & 13, 2026 CMLTO BOARD MEETINGS

J. Tzountzouris updated the Board Members on the status of the action items from the February 12 & 13, 2026 Board Meetings. All action items have been completed.

3.1.3 APPROVAL OF THE MINUTES OF APRIL 13, 2026 CMLTO BOARD MEETING

The Chair asked for a motion to approve the minutes of the April 13, 2026 CMLTO Board Meeting.

Decision/Motion:

MOVED BY K. Unruh / **SECONDED BY** I. Vithana

MOTION CARRIED

Be it resolved that,

The Board moves to approve the Minutes of April 13, 2026 CMLTO Board Meeting.

Board Members who were present at the April 13, 2026 meeting voted for the motion: 12.

3.1.4 STATUS OF ACTION ITEMS – APRIL 13, 2026 CMLTO BOARD MEETING



J. Tzountzouris updated the Board Members on the status of the action items from the April 13, 2026 Board Meeting. All action items are on track for completion or have been completed.

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
- 3.2.4 Patient Relations Committee
- 3.2.5 Discipline Committee
- 3.2.6 Quality Assurance 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 (Q1) 2026
- 3.4.2 Updated Board Policy Champion Assignments for 2026 (Related Board Policy: GP IV-60 Board Policy Champion Assignments)
- 3.4.3 CMLTO Artificial Intelligence (AI) Implementation Plan Update
- 3.4.4 MLA/T Oversight Scanning Update
- 3.4.5 CAMLPR Integration/ Professional Standards Update

Decision/Motion:

MOVED BY P. McLeman / **SECONDED BY** W. Hewus

MOTION CARRIED

Be it resolved that,

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

U. Saeed joined the meeting for Agenda Item 4.1.

4.0 EXECUTIVE LIMITATIONS POLICY IMPLEMENTATION

4.1 EL II-12 FINANCIAL AUDIT & EXTERNAL AUDITOR POLICY – APPROVAL OF THE CMLTO 2025 AUDITED FINANCIAL STATEMENTS

Pursuant to the new CMLTO By-Law, U. Saeed addressed the Board Members on the:

1. Report to the Board of Directors
2. Draft 2025 Audited Financial Statements



U. Saeed summarized the Report to the Board of Directors and the audit status, reporting that the auditors are in the final stages of the audit and plan to issue a clean, unmodified audit opinion upon receipt and review of standard, final items. The Draft 2025 Audited Financial Statements are likely to represent the final documentation. Financial controls in place are appropriate for an organization the size of CMLTO.

In the spirit of continuous improvement, key processes were reviewed and if they could be improved, they would be offered as suggested improvements to achieve best practices. There was one item of that nature with respect to management approval of journal entries – U. Saeed confirmed that this was not a significant deficiency, and management was very receptive to implementing the additional control.

The Board was given an opportunity to ask any questions, with responses provided by U. Saeed and J. Tzountzouris as appropriate.

U. Saeed highlighted aspects of the Draft 2025 Audited Financial Statements discussed with the Executive Committee, such as the Pension Plan and Reserve Funds.

The Board Members were in support of the Draft 2025 Audited Financial Statements.

U. Saeed thanked J. Tzountzouris and team for a smooth audit process, and the Board Chair thanked U. Saeed as well.

Decision/Motion:

MOVED BY W. Hewus / **SECONDED BY** L. Di Pietro

MOTION CARRIED

Be it resolved that,

The Board moves to approve the CMLTO 2025 Audited Financial Statements as presented.

5.0 GOVERNANCE PROCESS: POLICY DEVELOPMENT / IMPLEMENTATION

5.1 APPOINTMENT OF NEW BOARD MEMBER TO STATUTORY COMMITTEE (J. DORFMAN)

K. Persad asked for a motion to appoint new CMLTO Public Board Member Jeffrey Dorfman to the Patient Relations Committee for the remainder of 2026.

As referenced in the Briefing Report, pursuant to the CMLTO By-Law Section 5.4.6.8, *“The Board of Directors may add or remove members to a committee as required for the efficient operation of the committee.”*

Decision/Motion:

MOVED BY P. McLeman / **SECONDED BY** G. Broukhanski

MOTION CARRIED

Be it resolved that,

Public Board Member, Jeffrey Dorfman be appointed to the Patient Relations Committee, effective immediately.

5.2 APPOINTMENT OF AUDITORS FOR FISCAL YEAR 2026

J. Tzountzouris presented the Board with an overview of the financial audit services the CMLTO has received in the recent audit and highlighted the Board's Executive Limitations Policy EL II-12: Financial Audit and External Auditors.

Based on the information presented, the Board of Directors was asked to approve the appointment of Welch LLP as the CMLTO's auditors for fiscal year 2026.

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

Decision/Motion:

MOVED BY I. Vithana / **SECONDED BY** J. Dorfman

MOTION CARRIED

Be it resolved that,

The Board moves to approve the appointment of Welch LLP as the CMLTO's auditors for fiscal year 2026.

Action Item 5.2:

R/CEO to notify Welch LLP of appointment as the CMLTO's auditors for fiscal year 2026.

5.3 2026 BOARD PRIORITIES & INTEGRATED BOARD STRATEGIC AGENDA

K. Persad addressed the Board regarding the additions to the 2026 Integrated Board Strategic Agenda (IBSA) which were identified in prior meetings including the December 2025 and April 2026 Board meetings. J. Tzountzouris described this integration process in greater depth.

The Board Chair asked about items which were not yet integrated into this year's IBSA and J. Tzountzouris described that these are part of multi-year plans and will be included in future IBSAs. J. Tzountzouris highlighted that the fluidity and ongoing iterations to the IBSA in response to Board feedback, the emphasis and effectiveness of Board continuing education, the addition of strategic initiatives, and/or changes in the external environment.

The Board was provided with an opportunity to ask any questions, with responses provided by J. Tzountzouris and K. Persad as appropriate.

The Board was in support of the iterative approach to the IBSA and the initiatives laid out for future integration.

J. Pilzecker arrived at the meeting at 9:42a.m.

15 Board Members present, 14 voting.

The Board proceeded with Agenda Item 7.1.

7.0 BOARD MONITORING AGENDA OF REGISTRAR & CEO – CMLTO ENDS POLICIES

7.1 ENDS POLICY 2 – ACCOUNTABLE PROFESSIONALS (UPDATE TO YEAR-END REPORT PROVIDED TO THE BOARD IN DECEMBER 2025 RE: QUALITY ASSURANCE PROGRAM)

J. Tzountzouris addressed the Board with an updated Monitoring Report for Ends Policy 2 – Accountable Professionals, containing data regarding outcomes associated with CMLTO Quality Assurance Program. At the time of approving the report in December 2025, it was noted in the Monitoring Report that fulsome data regarding the outcomes of the Stage II Professional Portfolio audit process would not be available until April 2026. The updated report further confirms reasonable achievement of the High-Level Ends Policy 2 – Accountable Professionals.

Discussion/Feedback:

- A question was asked regarding comparison of the number of Registrants requiring coaching sessions from previous years. The R/CEO indicated that in future reports a trending analysis could be provided.

Decision/Motion:

MOVED BY G. Broukhanski / **SECONDED BY** L. Di Pietro

MOTION CARRIED

Be it resolved that:

The Board moves to approve the Monitoring Report as understandable, and that the data/information provided gives sufficient evidence to demonstrate that the Registrar & CEO Interpretation of the High-Level Ends Policy 2 is reasonably being achieved.

BREAK (10:15 – 10:32 a.m.)

M. Price joined the meeting for Agenda Item 6.1.

6.0 BOARD LINKAGE AGENDA

6.1 APPROVAL OF CMLTO 2025 ANNUAL REPORT



J. Tzountzouris and M. Price addressed the Board regarding the CMLTO 2025 Annual Report. They shared the next steps for publishing the report upon the Board's approval.

The Board was provided with an opportunity to ask any questions or provided feedback about the Annual Report.

Discussion/Feedback:

- Multiple Board Members indicated that they appreciated the graphics and found this to be a clear report.
- One typo was identified on page 44 – 6th bullet point ICR re: concluded 4 (5), which will be revised.
- A Board Member indicated the report was thoroughly understandable, comprehensive, an excellent report, and very readable, sharing their “kudos” to those who created it.
- Another Board Member commended the incorporation of different types of metrics provided in this report, based on feedback from prior reports, which makes it more readable to the public.

Decision/Motion:

MOVED BY P. McLeman / SECONDED BY L. Di Pietro

MOTION CARRIED

Be it resolved that,

The Board moves to approve the CMLTO 2025 Annual Report, as presented.

BREAK (10:41 – 11:23 a.m.)

L. Bourne arrived at the meeting at 10:45 a.m.

16 Board Members present, 15 voting.

L. Bourne temporarily departed the meeting at 11:25 a.m.

15 Board Members present, 14 voting.

8.0 ENDS POLICY BRIEFING, DEVELOPMENT & IMPLEMENTATION

8.1 GENERATIVE DISCUSSION – BOARD'S REQUIRED DUTIES VS. BOARD'S FUTURE-FOCUSED GOALS

K. Fryday-Field, Governance Consultant, addressed the Board with a presentation and generative discussion questions regarding the core legal and fiduciary responsibilities of governing Boards in Ontario, the expectations associated with the Policy Governance® approach, and discretionary governance practices Boards may adopt.

The session emphasized the following topics:

- Why This Conversation Matters



- Key Questions
- Session Learning Goals
- The Fundamental Purpose of a Governing Board
- The Distinction Between Governance and Management
- Why Role Clarity Matters
- Essential Legal and Fiduciary Responsibilities of Boards in Ontario
- Core Legal Responsibilities of all Governing Boards
- Essential Board Responsibilities
- Does Policy Governance® Require More of Boards
- Additional Expectations in Policy Governance®
- Key Reflection Questions
- Essential Governance Function vs Optional Governance Enhancements
- Governance functions Boards May Choose to Expand

L. Bourne returned to the meeting at 12:06 p.m.

16 Board Members present, 15 voting.

LUNCH (12:40 – 1:31 p.m.)

9.0 GOVERNANCE PROCESS: BOARD ORIENTATION / CONTINUING LEARNING

9.1 CMLTO GOVERNANCE APPROACH: MODULE 2 – BOARD MONITORING OF CEO/ ORGANIZATION PERFORMANCE [PART 1: REFRESH OF MONITORING PRINCIPLES]

K. Fryday-Field, Governance Consultant, addressed the Board with a presentation regarding the monitoring of Ends Results by the Board of Directors.

The Board was oriented to purposes and processes of monitoring of CEO/ Organizational performance in the context of Policy Governance®.

The presentation included the following topics:

- Session Learning Goals
- Where Do We Start with Monitoring?
- Monitoring the CEO – Governance Reality Check
- Why is Objective Evaluation of the CEO / Organization Performance Key to Effective Governance?
- Typical Management Board Monitoring: The Old Way
- The Difference that Policy Driven Governance Makes in This Board Monitoring the CEO Space
- What Does Monitoring Look Like Under Policy Driven Governance?
- Overall Areas of Board Responsibility/Board functions
- Key Governance Principles and Practices for High Impact Boards Based on Policy Governance®
- The Monitoring Journey Map
- Evaluating the Challenges in the Monitoring Journey Map
- CEO Monitoring Journey Map



- Progressive Monitoring Case Study
- Red Flag Monitoring Discussions

The Board was provided with opportunities to ask any questions.

T. Rix temporarily departed the meeting at 1:54 p.m.

15 Board Members present, 14 voting.

L. Di Pietro departed the meeting at 2:14 p.m.

14 Board Members present, 13 voting.

BREAK (3:03 – 3:15 p.m.)

J. Pilzecker departed the meeting at 3:04 p.m.

T. Rix returned to the meeting at 3:14 p.m.

14 Board Members present, 13 voting.

9.2 CMLTO GOVERNANCE APPROACH: MODULE 2 – BOARD MONITORING OF CEO/ ORGANIZATION PERFORMANCE [PART 2: EVALUATION OF OPTIONS FOR THE PROCESS FOR MONITORING CEO RESULTS/ COMPLIANCE WITH BOARD POLICY]

K. Fryday-Field, Governance Consultant, addressed the Board with a presentation regarding the monitoring of Ends Results by the Board of Directors.

A continuation of the prior session, this presentation emphasized case examples for practice purposes. The Board was oriented to purposes and processes of monitoring of CEO/ Organizational performance. The Board was refreshed on key considerations such as analyzing whether an interpretation and rationale are aligned and analyzing whether enough progress has been achieved. The session also emphasized various processes that Boards can use for monitoring.

The session highlighted the following topics:

- Mini Case Study #2 – The Monitoring Journey – a CEO Interpretation
- Mini Case Study #3 – The Monitoring Journey – The Evidence
- Actual Result – Ends
- Looking for the Trends
- Evidence Pitfall 1: Wing Flaps
- Evidence Pitfall 2: Dump Truck Reports
- Evidence Pitfall 3: The Numbers
- Evidence Pitfall 4: Trust Me
- Evidence Pitfall 5: Our Usual Process
- Evidence Pitfall 6: Mission Data and 'Getting Around to It'
- Evidence Pitfall 7: Sing it Again, Sam!
- Board Monitoring Pathways: Enhancing Meaningful and Efficient CEO Monitoring Under Policy Governance®



- Potential Pathways to Explore

The Board was provided with opportunities to ask any questions.

I. Vithana departed the meeting at 4:01p.m.

13 Board Members present, 12 voting.

L. Bourne departed the meeting at 4:04 p.m.

12 Board Members present, 11 voting.

10.0 ADJOURNMENT

The Chair reminded the Board Members to begin their Board meeting Effectiveness survey for Day 1, which could be saved in the tool and submitted after Day 2.

There being no further business, the Chair thanked the Board Members for their participation and adjourned the meeting at 4:06 p.m.

G. Broukhanski
Vice-Chair, Professional

John Tzountzouris
Registrar & CEO



MINUTES
CMLTO BOARD MEETING

Hybrid (In-person / Virtual via Microsoft Teams)
Tuesday, May 26, 2026 / 9:00 a.m. – 5:00 p.m.
Chair: K. Persad, Chair – CMLTO Board of Directors

BOARD MEMBERS:	
PRESENT:	
<u>Professional Board Members</u>	<u>Public Board Members</u>
Karen Persad, Chair	Tammie Rix, Vice-Chair, Public
George Broukhanski, Vice-Chair, Professional	Nathan Clark
Mary Costantino	Jeffrey Dorfman
James Jose	Walter Hewus
Jessica McBane	Lin (Victor) Lan
Krista Unruh	
Imaya Vithana	
Matthew Wong-Fung	
Lavern Bourne (Academic Member)	
ABSENT:	
Lucia Di Pietro (<i>Regrets</i>)	Andrew Chan (<i>Regrets</i>)
	Peter McLeman (<i>Regrets</i>)
	Jen Pilzecker (<i>Regrets</i>)
	Rohini Soni (<i>Regrets</i>)
	Vivian Ufodike (<i>Absent</i>)
CONSULTANT/PRESENTER/GUEST:	
Darcy Belisle, Decibel DEI Consulting (Consultant)	
Michael Power, The Michael Power Company Limited (Consultant)	
Colleen Walsh, Senior Policy Analyst, Ministry of Health (Observer)	
CMLTO STAFF:	
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

K. Persad, Chair, called the meeting to order at 9:02 a.m. and conducted the roll call.

14 Board Members present, 13 voting.

2.0 APPROVAL OF MEETING AGENDA

2.1 REVIEW AND APPROVAL OF MEETING AGENDA

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

Decision/Motion:

MOVED BY K. Unruh / **SECONDED BY** W. Hewus

MOTION CARRIED

Be it resolved that,

The the Board moves to approve the meeting agenda as presented.

2.2 DECLARATION OF CONFLICT OF INTEREST

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, it should be declared.

3.0 BOARD POLICY REVIEW – GOVERNANCE PROCESS

3.1 REGULAR POLICY REVIEW: GP IV-50.10 BOARD MONITORING SYSTEM POLICY

I. Vithana, Policy Champion, addressed the Board with a summary of the Briefing Report for the policy revision for Governance Process Policy GP IV-50.10 Board Monitoring System Policy. This policy underwent regular review in line with the Policy Review Schedule.

The Board was provided with an opportunity to ask any questions or provide feedback.

Board Discussion / Feedback:

- A question was raised regarding the proposed final paragraph under point 6 – Annual Performance Evaluation Summary, bringing fulsome discussion with the R/CEO and Policy Champion. The Policy Champion and R/CEO proposed adding an additional sentence emphasizing that if unforeseen matters arise, they may be evaluated, to clarify.



- The Board committed to updating the policy language and circulating the updated proposed policy for approval via email.
- A query was risen regarding the “Date Approved / Date Last Monitored” column title verbiage in the appendix chart. It was determined that for clarity, the column title would be updated to simply state “Date Last Monitored.”

Decision/Motion:

MOVED BY J. Jose / SECONDED BY T. Rix

MOTION TABLED

Be it resolved that:

The Board moves to approve the updated GP IV-50.10 Board Monitoring System Policy outlined in Figure 2 as relevant and current.

Action Item 3.1:

Proposed revisions to Governance Process Policy GP IV-50.10 Board Monitoring System Policy outlined in Figure 2 to be updated to reflect Board discussion and circulated via email for Board approval.

3.2 REGULAR POLICY REVIEW: GP IV-166 GOVERNMENT RELATIONS POLICY

M. Cakar, Governance Specialist, on behalf of Policy Champion P. McLeman, addressed the Board with a summary of the Briefing Report for the policy revision for Governance Process Policy GP IV-166 Government Relations Policy. This policy underwent regular review in line with the Policy Review Schedule.

The Board was provided with an opportunity to ask any questions or provide feedback.

Decision/Motion:

MOVED BY I. Vithana / SECONDED BY L. Bourne

MOTION CARRIED

Be it resolved that:

The Board moves to approve the updated GP IV-166 Government Relations Policy outlined in Figure 3 as relevant and current.

Action Item 3.2:

Governance Process Policy GP IV-166 Government Relations Policy to be updated as per Figure 3.

3.3 SPECIAL POLICY REVIEW: GP IV-141 APPROVED COURSES OF STUDY IN MEDICAL LABORATORY TECHNOLOGY FOR CMLTO REGISTRATION

L. Bourne, Policy Champion, addressed the Board with a summary of the proposed policy revisions to Governance Process Policy GP IV-141 Approved Courses of Study in Medical Laboratory Technology for CMLTO Registration. This policy underwent special review in response to changes in the sector and a need for clarity regarding eligibility for Registration for those who have graduated from a program which has not yet received full or partial accreditation but was listed on the Accreditation Canada website as "Admitted".

The Board was provided with an opportunity to ask any questions or provide feedback.

Board Discussion / Feedback:

The Board agreed to amend policy statement 2. (1) 6. to remove the words "one of" from "one of the following education and training requirements" and instead state "must satisfy the following education and training requirements:".

Decision/Motion:

MOVED BY J. McBane / **SECONDED BY** W. Hewus

MOTION CARRIED

Be it resolved that:

The Board moves to approve the updated GP IV-141 Approved Courses of Study in Medical Laboratory Technology outlined in Figure 2 as relevant and current as amended.

Action Item 3.3:

Governance Process Policy GP IV-141 Approved Courses of Study in Medical Laboratory Technology to be updated as per Figure 2 as amended.

4.0 BOARD POLICY REVIEW – EXECUTIVE LIMITATIONS

4.1 REGULAR POLICY REVIEW: EL II-25 HUMAN RESOURCES PARAMETERS POLICY

M. Cakar, on behalf of Policy Champion V. Ufodike, addressed the Board with a summary of the Briefing Report for the Executive Limitations EL II-25 Human Resources Parameters Policy review. This policy underwent regular review in line with the Policy Review Schedule.

The Board was provided with an opportunity to ask any questions or provide feedback.

Decision/Motion:

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

MOTION CARRIED



Be it resolved that:

The Board moves to approve the updated EL II-25 Human Resources Parameters Policy outlined in Figure 3 as relevant and current.

Action Item 4.1:

Executive Limitations Policy EL II-25 Human Resources Parameters to be updated as per Figure 3.

Following the policy revisions, the R/CEO invited feedback from the Board regarding the current process of presenting the policy revisions and the information needed for the Board of Directors. The Board expressed their perspectives.

BREAK (10:28– 10:46 a.m.)

5.0 ENDS POLICY BRIEFING, DEVELOPMENT & IMPLEMENTATION

5.1 CMLTO GLOBAL DIVERSITY, EQUITY & INCLUSION BENCHMARK (GDEIB) ANALYSIS

M. Cakar, Governance Specialist, and D. Belisle, Certified Diversity and Inclusion Professional, addressed the Board with a presentation regarding the CMLTO Global Diversity, Equity & Inclusion Benchmark (GDEIB) Analysis. M. Cakar summarized to the Board the analytical process which was undertaken since May 2025 and the current findings. Darcy Belisle contextualized the information with additional details regarding the GDEIB and their perspective about EDI-J progress at the CMLTO.

To provide the Board with a greater understanding of GDEIB analytical framework, in small groups, the Board worked through two theoretical scenarios. Groups considered the scenarios and provided a rating using the GDEIB framework, based on the scenario and the inventory details provided. The groups then rejoined the meeting to report their thoughts and analytical findings.

I. Vithana temporarily departed the meeting at 11:20 a.m.

13 Board Members present, 12 voting.

I. Vithana returned to the meeting at 11:26 a.m.

14 Board Members present, 13 voting.

N. Clark temporarily departed the meeting at 12:06 p.m.

13 Board Members present, 12 voting.

LUNCH (12:36 – 1:04 p.m.)

V. Lan temporarily departed the meeting during the lunch break.

12 Board Members present, 11 voting.

6.0 BOARD MONITORING AGENDA OF REGISTRAR & CEO – EXECUTIVE LIMITATIONS POLICY

6.1 EL II-10 FINANCIAL HEALTH POLICY (CRITERIA 7-16)

J. Tzountzouris introduced the Monitoring Report for Executive Limitations Policy EL II-10 Financial Health [Criteria 7-16] for the period of January 1 – March 31, 2026, certifying full compliance with the policy criteria.

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

N. Clark returned to the meeting at 1:13 p.m.

13 Board Members present, 12 voting.

Decision/Motion:

MOVED BY I. Vithana / SECONDED BY J. Jose

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-10 Financial Health Policy, criteria 7 through 16, for the period of January 1 to March 31, 2026.
- The Monitoring Report as understandable and further, that the Registrar & CEO Interpretation of EL II-10 Financial Health Policy, criteria 7 through 16, 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.

6.2 EL II-16 VENDOR RELATIONS POLICY

J. Tzountzouris introduced the Monitoring Report for Executive Limitations Policy EL II-16 Vendor Relations, for the period of May 1, 2024 – April 30, 2026, certifying full compliance with the policy.

The Board was provided with an opportunity to provide feedback or ask any questions, with answers provided by J. Tzountzouris.

Board Discussion / Feedback:

- It was suggested that under policy criteria 1.1, it may be prudent to include a number of required quotations for purchases over \$55,000 in the interpretation for future reports, as there was a number specified in the evidence.

V. Lan returned to the meeting at 1:20 p.m.

14 Board Members present, 13 voting.

Decision/Motion:

MOVED BY L. Bourne / SECONDED BY W. Hewus

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 Vendor Relations Executive Limitations EL II-16 Policy for the period: May 1, 2024 to April 30, 2026.
- The Monitoring Report as understandable and further, that the Registrar & CEO Interpretation of EL II-16 Vendor Relations Executive Limitations 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.

6.3 EL II-10 FINANCIAL HEALTH POLICY – REVISED 2026 CMLTO BUDGET

J. Tzountzouris addressed the Board with the Monitoring Report regarding Executive Limitations EL II-10 Financial Health Policy – Revised 2026 CMLTO Budget.

The Board was provided with an opportunity to ask questions, with responses provided by J. Tzountzouris. Comprehensive discussion took place.

Board Discussion / Feedback:

The Board raised questions and discussed several matters associated with proposed regulation changes, payment for proposed regulation changes, perceived return on the investment and/or risk of there not being a return, required timelines for a decision on this matter, whether the Board needed any additional information to make a prudent decision, and alignment of this initiative with Ends (Critical Outcomes) Policies.

The Chair asked the Board if they were comfortable to proceed with a decision today, or if they needed more information or more time. The Board endorsed comfortability to proceed with voting on the motion.

Decision/Motion:

MOVED BY J. McBane / SECONDED BY M. Wong-Fung

MOTION CARRIED

Be it resolved that:

The Board moves to approve the revised 2026 Budget as presented.

12 votes in favour, 1 vote in opposition.



7.0 MOTION TO CLOSE THE MEETING

7.1 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 J. Dorfman

MOTION CARRIED

Be it resolved that,

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

BREAK (2:38 – 2:50 p.m.)

8.0 BOARD MONITORING AGENDA OF REGISTRAR & CEO – CMLTO ENDS & EXECUTIVE LIMITATIONS POLICIES ***(CONFIDENTIAL)***

8.1 BOARD PERFORMANCE FEEDBACK TO REGISTRAR & CEO REGARDING POLICIES MONITORING AT THE MAY MEETING ***(AS REQUIRED) (CONFIDENTIAL)***

8.2 GOVERNANCE SUPPORT TO THE BOARD OF DIRECTORS ***(CONFIDENTIAL)***

BREAK (3:50 – 3:57 p.m.)

As suggested by the Board Chair due to time, the Board agreed to defer items 8.3, 8.4, and 8.5 to be discussed and/or accepted via email.

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

M. Costantino departed the meeting at 3:49p.m.

N. Clark temporarily departed the meeting at 3:49 p.m.

12 Board Members present, 11 voting.

9.0 MOTION TO REOPEN BOARD MEETING

9.1 MOTION TO OPEN THE BOARD MEETING TO THE PUBLIC

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

Decision/Motion:

MOVED BY W. Hewus / SECONDED BY J. McBane



MOTION CARRIED

Be it resolved that,

The meeting be re-opened to the Public.

BREAK (3:55 – 3:59 p.m.)

10.0 RISE AND REPORT

10.1 REPORT ON MATTERS DISCUSSED IN CLOSED MEETING

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 May Board Meeting
- Governance Support to the Board of Directors
- Registrar & CEO Incidental Briefing / Environmental Scan Report – tabled, deferred to email
- Registrar & CEO Performance Tracking Through Monitoring Reports – deferred to email
- Mid-Year Board (Executive Committee) Registrar & CEO Performance Discussion (June 2026) – deferred to email

Michael Power joined the meeting for Agenda Item 11.1.

11.0 GOVERNANCE PROCESS: POLICY DEVELOPMENT / IMPLEMENTATION

11.1 ARTIFICIAL INTELLIGENCE: LEGAL AND REGULATORY CONSIDERATIONS FOR BOARD OVERSIGHT

M. Power, Consultant, addressed the Board with a presentation regarding Legal and Regulatory Considerations for Board Oversight for Artificial Intelligence. The presentation addressed the following topics:

- How to Think about AI
- State of Play: May 2026
- Board User Tole
- Tools for Boards
- Board Oversight Role
- Conversation

The session included a discussion period welcoming the Board to raise any questions for insight and conversation. Fruitful discussion took place.

N. Clark returned to the meeting at 4:02 p.m.

13 Board Members present, 12 voting.



J. Jose departed the meeting at 4:53 p.m.

12 Board Members present, 11 voting.

M. Wong-Fung departed the meeting at 5:00p.m.

I. Vithana departed the meeting at 5:01 p.m.

10 Board Members present, 9 voting.

12.0 ADJOURNMENT

The Chair reminded the Board to complete the Board Meeting Evaluation survey following the Board meeting by Friday, May 28.

There being no further business, the Chair thanked the Board Members for their participation and adjourned the meeting at 5:13 p.m.

George Broukhanski
Vice-Chair, Professional

John Tzountzouris
Registrar & CEO