



# COLLEGE OF ACUPUNCTURISTS OF ALBERTA

## VIRTUAL COUNCIL MEETING BY ZOOM

# MINUTES

**Date and Time** 16 March 2022, 6:00 p.m.

**Location** Virtually through Zoom

## In Attendance

### Council Members:

Michelle Phillips, President  
Jessica Stankowski, Vice-President  
Donna (Dee) Holstine Vander Valk

Michael McFarlane  
Monica Ansah-Sam  
Tamara Jones

### Additional Attendees:

Erin Stroud, Executive Director/Registrar  
David Kay, consultant

Dean Lack, transition consultant  
Carrie Mittelstadt, virtual assistant (minutes)

**Guests:** none

## Regrets

Cindy Grainger

<b>1.0</b>	<b>Call to Order for In-Camera Session</b> Ms. Phillips called the meeting to order at 6:04 p.m.
1.1	<b>Approval of In-Camera Minutes of 16 February 2022</b> No amendments were raised for the 16 February 2022 minutes.  <b>Motion (C-1-16Mar22):</b> Moved by D. Holstine Vander Valk and seconded by T. Jones that Council approves the in-camera minutes of 16 February 2022. None opposed. Motion carried.
<b>2.0</b>	<b>Call to Order for Public Session</b> Ms. Phillips called the meeting to order at 6:07 p.m. There were no guests to introduce.
2.1	<b>Declaration of New Conflicts of Interest</b> No new conflicts of interest were declared.

2.2	<p><b>Approval of Agenda for 16 March 2022 and Approval of Consent Agenda Items</b></p> <p>D. Kay shared that the consent agenda format was new to the Council agenda and is for items that do not require discussion or debate that can be approved all at once.</p> <p>D. Kay indicated the items in purple font listed on the proposed consent agenda do not yet exist. They were for illustration of future consent agenda items, including:</p> <ul style="list-style-type: none"> <li>• Finance, Risk and Audit Committee Report (Committee Chair)</li> <li>• Governance and Nominating Committee (Committee Chair)</li> <li>• Registration Review Committee</li> <li>• Acupuncture Education Program Review Committee</li> <li>• Competency Committee</li> <li>• Examination Committee</li> <li>• CARB Report (Ms. M Phillips)</li> <li>• AFRHP Report (Ms. E. Stroud)</li> </ul> <p>The first item listed under the consent agenda was the minutes of the 12 and 19 January 2022 meetings. The minutes cannot be presented to Council at this time because they have not yet been received from the minute taker. D. Kay shared that the minutes of the November and December 2021 meetings were found and were cleaned up by C. Mittelstadt.</p> <p>D. Kay suggested approving all four sets of minutes as a bundle after the January minutes are received. The package will go out to Council for e-vote. Should the 12 and 19 January 2022 minutes not be received, staff will attempt to recreate them from the agendas and by memory of the participating councillors. D. Kay indicated the recordings for those meetings either weren't made or cannot be located.</p> <p>The meeting paused to introduce all members of Council to E. Stroud, the new Executive Director/Registrar.</p> <p><b>Motion (C-2-16Mar22):</b> Moved by T. Jones and seconded by M. McFarlane that Council approve the agenda for 16 March 2022, as amended with the addition of item 5.8 ATB Mastercard. None opposed. Motion carried.</p>
<b>3.0</b>	<b>Reports</b>
3.1	<p><b>President's Report</b></p> <p>M. Phillips shared that the last four weeks have been busy and challenging, with a lot of things going on. The College was in a disaster state when D. Kay, D. Lack, and C. Mittelstadt stepped in. M. Phillips continued by saying the team did a lot of work that should never have been there, and they handled everything in amazing ways. E. Stroud had the most intense and quickest onboarding program, which the College never had previously, but do now thanks to D. Kay and D. Lack.</p> <p>M. Phillips indicated there has been a lot going on with CARB in relation to exams and what languages they will be held in.</p>

	<p>All the bank accounts were switched from TD to ATB, which necessitated multiple trips to two banks for D. Lack, E. Stroud, and J. Stankowski.</p> <p>Our financial services firm, HGA Group, is now onboard and settled in consolidating accounts payable/receivable, payroll, and financial reporting.</p> <p>M. Phillips acknowledged that M. Ansah-Sam joined the meeting at approximately 6:25 p.m.</p>
3.2	<p><b>Acting Executive Director/Registrar and Transition Consultant Report</b></p> <p>D. Kay shared a timeline called “transition to a new CAA” on screen. He thanked D. Lack and C. Mittelstadt for their work in the office.</p> <p>D. Kay acknowledged the meeting meter in the council package and suggested Council try the meeting meter as a pilot. J. Stankowski agreed to be the inaugural raconteur and report at the meeting's conclusion on its performance. D. Kay also spoke about the council meeting evaluation that will be distributed after each meeting. The results will be consolidated by E. Stroud and shared with the President and Vice President as they develop each meeting's agenda.</p> <p>As part of the transition, and to keep the College in front of the Minister, a letter was sent on behalf of the College by the President, which spoke of the Operations, Procedures, and Governance Review, and the appointment of E. Stroud as the new College Executive Director/Registrar.</p> <p>E. Stroud's onboarding was novel, D. Kay indicated. There was no stable organization to onboard her from or to. There was physical chaos in the office and a lack of documentation and IT systems, as well as a variety of systems partially implemented. There was no complete listing of accounts or passwords, and it's taken a month to build one.</p> <p>D. Kay began reviewing the milestones marked in the timeline.</p> <p>D. Kay also reported on the Complaints Director work, and that G. Wilkin has found more cases that are incomplete, in excess of 15, but G. Wilkin is shepherding through them, he reported.</p> <p>D. Lack spoke to the office photos displayed on screen. The photos showed several areas within the office that were in disarray. He walked into a mess when he arrived on scene, he reported.</p> <p>D. Lack indicated a key box has been set up and all the keys are now labelled. The utilities have been sorted out and who provides what. Payroll has been transitioned from Opty to HGA, and bi-weekly payroll will be implemented. There were several months where bills were paid late and late fees were incurred, but the payments have been caught up. Systems have been put in place with HGA, so it doesn't happen again.</p>

	<p>D. Lack indicating the server in the office was decommissioned, because it hadn't been used in some time, and the IT inventory is being updated. A laptop assigned to the former Complaints Director and a cell phone are missing.</p> <p>Electronic funds transfers have been set up to replace physical cheques. HGA prepares the EFTs, then two of E. Stroud, J. Stankowski, or M. Phillips approve them.</p> <p>CAA transitioned to Staples to provide office supplies and related materials, D. Lack reported, and C. Mittelstadt will be back in the office to help F. Yeh straighten out the exam bins and the storage room in general.</p> <p>D. Lack spoke to the photos displayed of E. Stroud's new office layout, the signage on the front door, the reception area, and the main office area.</p> <p>D. Kay talked about the need for Council to decide on its process for observers of council meetings, then update the observer guidelines and determine the degree of transparency around Council meetings it desires. He did a survey of other HPA colleges and found that the College process is one of the best at transparency, because the College published agendas and meeting minutes and allowed observers to attend Council meetings. E. Stroud will work to develop a proposal for Council consideration.</p> <p><b>ACTION:</b> E. Stroud to bring forward a transparency policy, outlining what Council business will be publicized and how/if observers will be allowed, to a future Council meeting.</p>
3.3	<p><b>Executive Director/Registrar's Report</b></p> <p>E. Stroud indicated she presented a 180-day plan when she was interviewed for the role, and J. Stankowski and M. Phillips supported moving the identified items forward in a reasonable manner. She shared that regulated professions need to have data to show that their college is performing well. Based on what she read in D. Kay's Operations, Procedures, and Governance Review report, E. Stroud is certain that she will deliver what Council wants.</p> <p>E. Stroud suggested her goal is to answer, "How do you know your members are compliant under the HPA, and what is your proof?" She has information ready to post on the website for the public and registrants.</p> <p>An IT review is to be completed through a consultant that has been hired to transition Google Suite into Microsoft 365 Business, to establish enhanced IT security, and address other related matters. The consultant identified some low-hanging fruit that the College can take care of. In the future, there will be some education to go through with Council and staff on cyber security.</p> <p>D. Lack departed the meeting at 6:59 p.m.</p>

3.4	<p><b>Bill 46 (Health Statutes Amendment Act, 2020 [no. 2]) Update</b></p> <p>D. Kay indicated he included this update for Council’s situational awareness. He wasn’t sure if the prior Executive Director/Registrar briefed Council on Bill 46’s impacts. The implementation of Bill 46 will occur over the next one to two years.</p> <p>D. Kay shared that Bill 46 was two years old now. It ended the idea that a college could be a college and an association, and now colleges must focus on their statutory purpose. He indicated he saw no association functions remaining, and we are largely compliant with Bill 46 pertaining to the mandate issue. D. Kay indicated that provisions for the continuing competence program would move out of the College’s regulation and will be enabled through a standard of practice. The College can use a continuing competence framework proposed by Alberta Health to determine what continuing competence truly means for the acupuncture profession and how the College can assess regulated members. It provides the College with an excellent opportunity to determine how it wants to assess competency, what it means, and how to guide the profession.</p> <p>D. Kay continued his summary indicating that administrative efficiencies were made in Bill 46, including transferring certain regulatory requirements from Lieutenant Governor in Council regulations to Ministerial regulations, college bylaws, and standards of practice.</p> <p>E. Stroud shared that she and D. Kay attended a conference call last week hosted by Alberta Health on the status of Bill 46, and they will be meeting with Alberta Health representatives to start the work of moving items to standards of practice, bylaws, and ministerial regulation on 17 March 2022.</p> <p>M. Phillips stated the College’s regulations hadn’t been properly looked at and updated for numerous years. They were some amendments when the College moved to the HPA, but they were not well done and there was no consultation. She also noted some issues with the use of professional titles. There’s been a huge evolution in the profession, but the regulations haven’t been appropriately looked at. She asked when the College will have the opportunity to address that.</p> <p>D. Kay responded that other colleges are in the same boat. The department has said it will be a cut and paste moving some items to ministerial regulation, but there is no political appetite currently to spend time on policy changes. He suggested the College continue to refine its requests so that when Alberta Health is ready to move forward with policy changes, the College is ready.</p> <p>E. Stroud stated it would be good to identify the changes and build some data to provide the rationale for the changes. It would help to present an informed package.</p> <p>D. Kay indicated he and E. Stroud met with F. Yeh and J. White today to give them a Bill 46 overview. He asked the staff to give thought as to the changes that need to be made. E. Stroud will also involve Council and elicit their ideas.</p>
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		<p>T. Jones shared that with the leadership vote coming up on 9 April 2022, things will be back-burnered, and the College will have to be ready for that.</p> <p>D. Holstine Vander Valk echoed T. Jones' comment, and further stated that everyone had best of intentions, then COVID happened. We have to wait our turn again.</p>
<b>4.0</b>	<b>Council Education</b>	
	4.1	<p><b>CLEAR Board Member Training: Module 1</b></p> <p>D. Kay suggested that, going forward, it would be good to embed some regulatory governance education into Council's agendas. He indicated that both CLEAR and CNAR are good resources for regulatory professional development for Council and staff.</p>
<b>5.0</b>	<b>Decision Items</b>	
	5.1	<p><b>Appointment of Ms. Georgeann Wilkin as Acting Complaints Director pursuant to Section 20 of the CAA Bylaws for a period extending to the appointment of her successor</b></p> <p>D. Kay advised, to avoid continually reapproving interim positions, that we approve G. Wilkin's and his appointments as Complaints Director and Hearings Director, respectively, until successors are appointed.</p> <p><b>Motion (C-3-16Mar22):</b> Moved by M. McFarlane and seconded by J. Stankowski that Council approves the appointment of Ms. Georgeann Wilkin as Acting Complaints Director pursuant to Section 20 of the CAA Bylaws for a period extending to the appointment of her successor. None opposed. Motion carried.</p>
	5.2	<p><b>Appointment of Mr. David Kay as Hearing Director pursuant to Section 21 of the CAA Bylaws for a period extending to the appointment of his successor</b></p> <p>Refer to item 5.1 above.</p> <p><b>Motion (C-4-16Mar22):</b> Moved by T. Jones and seconded by D. Holstine Vander Valk that Council approves the appointment of Mr. David Kay as Hearing Director pursuant to Section 21 of the CAA Bylaws for a period extending to the appointment of his successor. None opposed. Motion carried.</p>
	5.3	<p><b>Reaffirmation of 2022-2023 College Budget and 2022-2023 Fees pursuant to Section 16 of the CAA Bylaws and as discussed at the 12 and 19 January 2022 Council meetings</b></p> <p>The 2022-2023 budget and fees were approved at the 12 and 19 January 2022 Council meetings, but the minutes have not yet been provided. D. Kay recommended that Council reaffirm that both items were approved.</p> <p><b>Motion (C-5-16Mar22):</b> Moved by D. Holstine Vander Valk and seconded by M. Ansah-Sam that Council reaffirms approval of the 2022-2023 College Budget and 2022-2023 Fees pursuant to Section 16 of the CAA Bylaws and as discussed at the 12 and 19 January 2022 Council meetings. None opposed. Motion carried.</p>

	<p>M. McFarlane expressed his appreciation over having the proposed motion wording prepared for Council and included in the agenda. It was much easier for councillors not to have to create the motions.</p>
<p>5.4</p>	<p><b>Approval of the Proposed Honorarium and Expense Policy effective 1 January 2022</b></p> <p>D. Kay indicated that the 2019 honorarium and expense policy was deficient, and some gaps needed to be addressed. He felt that this new policy format is appropriate, and he worked with E. Stroud and HGA, the College’s accounting services firm, to prepare the recommended policy.</p> <p>The reimbursement rates were modestly updated from the 2019 honoraria policy. D. Kay suggested that until the finances of the College are firmer, Council err on the side of caution regarding rates.</p> <p>J. Stankowski indicated she felt the rates were reasonable. She suggested that instead of asking for social insurance numbers (SINs) every time a claim is submitted, that a Council/committee welcome package be built that requests the SINs once, then they’ll be kept on file. She also asked if it would be possible for an email to be sent after a meeting that states we had this meeting, for these times, these people were in attendance, and everyone would get paid at the same time.</p> <p>D. Kay responded that the College needs a paper trail for audit purposes, and it also need signatures on the forms. It would be acceptable for the forms to be pre-populated as needed.</p> <p>E. Stroud indicated she has a Council onboarding package ready to go, and she will present it to Council at the next meeting.</p> <p><b>ACTION:</b> E. Stroud to present the Council onboarding package to Council at their next meeting.</p> <p>T. Jones expressed concerns that Council members were not being validated for their time. She asked that preparation time for hearings and meetings be included. T. Jones also proposed that the policy be backdated to 1 January 2021 instead of 2022. She indicated the majority of her Councillor time was not accepted by the government for reimbursement, so her time was not validated, addressed, or paid. T. Jones suggested an appeal process be added to compensate an individual for their time or expense.</p> <p>T. Jones asked for clarification on the two mentions of “council” in the table. D. Kay clarified that the top half of the table is for Council or committee members, while the bottom half applies only to <u>chairs</u> of Council or committees.</p> <p>T. Jones mentioned that it was on the record last year that “we'd make it right” for the amount of time Council has spent during tumultuous times. She felt it’s important to validate everyone’s time.</p>

M. Ansah-Sam asked for clarification on the \$125 preparation time and if it was for every meeting. D. Kay confirmed it is.

D. Kay indicated the expense claim form will need to be updated based on the new policy, and E. Stroud will complete that work.

E. Stroud indicated we could look at pre-populating the expense claims once we get everything settled with staff.

D. Kay added that public members would have to submit two expense claim forms; one to the government and one to the College to pay the difference in approved honoraria rates.

M. Ansah-Sam asked about expense approvals. What happens if the President or the Executive Director are not there? E. Stroud responded that the President is not required to sign off on expenses that are not related to Council meetings. We are trying to create governance separation between the President's and the Executive Directors' signing authority. She suggested we could look at wording that better.

T. Jones indicated that the government requires proof of attendance at Council meetings with the honoraria claim form. It can be a time-consuming process for public members.

M. Phillips asked that the initial two-hour period, which is currently not compensated, be removed. The first two hours are as important as the rest. All Council members carry out work that is not compensated. She also indicated that she is fully supportive of giving public members the equivalent honoraria.

T. Jones agreed with M. Phillip's recommendation to compensate Council members for the first two hours of a meeting and indicated it was another reason she wants the policy backdated to 1 January 2021.

D. Kay summarized the suggested amendments to the new honoraria and expense policy:

- Remove the two-hour meeting minimum limit for both Council members and chairs.
- Amend who can approve honoraria claims by adding the Vice President as well as the President for Council members.
- E. Stroud to update the expense form and look at the option of pre-populating it.

D. Kay suggested that E. Stroud not wait until the next Council meeting to vote on the retroactivity of the policy. An e-vote should be done as soon as the prudent financial review has been completed. M. Phillips agreed. She stated Council needs to facilitate E. Stroud's ability to get a calculation done of what the top-ups would be back to 1 January 2021.

**ACTION:** Council members are to submit any unsubmitted or unapproved honoraria claims to Erin by 1 April 2022.

**ACTION:** E. Stroud to calculate the difference in honoraria claims if the policy was backdated to 1 January 2021.

D. Kay suggested that Council start with the proposed rates for the year, monitor what the financial impact is, then modify them in future.

M. Ansah-Sam exited the meeting at 8:03 p.m.

**Motion (C-6-16Mar22):** Moved by M. McFarlane and seconded by D. Holstine Vander Valk that Council approves the proposed honorarium and expense policy as contained in the agenda package, with amendments as proposed, effective 1 January 2022, and to be reassessed at a future date. None opposed. Motion carried.

A break was taken and 8:04 p.m. and the meeting continued at 8:12 p.m.

5.5 **Revisions to the CAA Bylaws Pursuant to Section 3 of the CAA Bylaws**

D. Kay opened by stating the College still has the provision for the notice of bylaw changes. Council **AGREED** to waive the notice period.

D. Kay stated there are a small number of recommended changes to the bylaws to address administrative housekeeping issues and to remove some association language. He reviewed the decision document and the proposed amendments.

D. Holstine Vander Valk expressed she liked how the amendments were laid out and how they were explained.

M. Phillips indicated that Council now has three-year terms. They were supposed to have staggering terms, but it was previously discussed that only one person would change per year, which would give them a four-year term. She also asked about the term to hold positions vs. the term on Council, and how the President or Vice President changes every year. D. Kay responded that terms for officers who chair are typically one year renewable. A one-year term allows any councillor to try the position, and it allows for the development of the talent pool.

M. Phillips added she wants to ensure we get elections for regulated members as councillors out of the bylaws and move to competency-based appointments. Then terms will appropriately be staggered. D. Kay noted that additional bylaw amendments to address these matters will be forthcoming if the next agenda item, item #5.6, is approved.

**Motion (C-7-16Mar22):** Moved by J. Stankowski and seconded by T. Jones that Council approves the revisions to the CAA Bylaws Pursuant to Section 3 of the CAA Bylaws as contained in the agenda package. None opposed. Motion carried.

5.6	<p><b>Creation of CAA Operations, Procedures and Governance Review Implementation Working Group</b></p> <p>D. Kay indicated that a lot of what was recommended in his report has already been agreed to and some implemented. He recommended establishing a small working group, consisting of two councillors (one public member, one registered member), E. Stroud, and himself, to conclude the work remaining.</p> <p>After discussion, it was agreed to appoint D. Holstine Vander Valk (public member) and J. Stankowski (regulated member) to the working group.</p> <p><b>Motion (C-8-16Mar22):</b> Moved by M. McFarlane and seconded by D. Holstine Vander Valk that Council approves the creation of the CAA Operations, Procedures and Governance Review Implementation Working Group as proposed in the agenda package. None opposed. Motion carried.</p>
5.7	<p><b>Receipt and Approval of Bill 46 Review Report and Submission of Summary Report</b></p> <p>D. Kay began by explaining how Bill 46 necessitated the separation of college and association functions, and it obligated the colleges to identify a plan to end any association functions. Alberta Health provided a scoring sheet that could be used in this review. D. Kay prepared the report using the work surfaced during the Operations, Procedures, and Governance Review. He could find no further association functions remaining, so the College does not have to file a divestiture report.</p> <p>D. Kay shared that he crafted a definition the College could use for "in the public interest". He added that Appendix 1 to the review report is what E. Stroud could submit to the Minister of Health as its Summary Report if Council agrees.</p> <p>M. McFarlane suggested the College may want to look at its registration procedures considering what's happened in Ontario. He added that prior to 2004, exams were offered in Chinese in Alberta.</p> <p><b>Motion (C-9-16Mar22):</b> Moved by D. Holstine Vander Valk and seconded by M. McFarlane that Council receives the Bill 46 Review Report and approve the submission of the required Summary Report as contained in the agenda package. None opposed. Motion carried.</p>
5.8	<p><b>ATB Mastercard</b></p> <p>E. Stroud reiterated that the College accounts are transitioning from TD to ATB. A new Mastercard will be set up with ATB, and purchases/payments will be funnelled through it once everything is transferred over and the points redeemed. ATB will hold a \$10,000 investment as collateral.</p>

	<p><b>Motion (C-9-16Mar22):</b> Moved by T. Jones and seconded by D. Holstine Vander Valk that Council approves ATB issuing a Mastercard in the amount of \$10,000 to CAA in the name of Erin Stroud, Executive Director/Registrar, and for ATB to secure the card with \$10,000 in CAA investment funds as collateral against the Mastercard. None opposed. Motion carried.</p>
	<p><b>Adjournment</b> M. Phillips adjourned the meeting at 8:56 p.m.</p>
<b>6.0</b>	<p><b>In-Camera Meeting</b> J. Stankowski reported on her findings using the meeting meter tool with Council. She scored 11 items as “yes”, two items as “yes and no” (agenda circulated ahead of time, efficient use of time), one item as “for the most part” (staying focused and not meandering), and two items as “no” (meeting ended on time, one person could have acted making this meeting unnecessary).</p>