

RECA Board of Directors

9:00 am – 3:00 pm, Tuesday, January 20, 2021

Virtual Teams Meeting

MINUTES

In Attendance: Patricia McLeod, Chair
Duane Monea, *Principal Advisor to the Board*
Paul Bojakli
Bill Briggs
Shirish Chotalia
Jai Parihar
Carrie Plett
Laura Sharen (*joined the meeting at 1:20 pm and left at 3:25 pm*)

Staff Resource: Mark Blessing (*agenda item 16*)
Joseph Fernandez
Warren Martinson
Stacy Paquin
Charles Stevenson

Recording Secretary: Rina Hawkins

1. Preliminary Matters

The meeting began at 9:01 am.

No conflicts of interest were declared.

2. In-Camera Session

The Board went in-camera at 9:04 am.

The Board came out of in-camera at 9:27 am.

The Board passed the following motion:

MOTION: *RECA withdraws its appointment of Mr. Stan Mills to the advisory board of the Real Estate Insurance Exchange, as Mr. Mills is no longer a member of Council. The RECA Board of Directors approves Mr. Bill Briggs as RECA's appointment to the advisory board of the Real Estate Insurance Exchange, effective immediately.*
Jai Parihar / Carried

As the Board Member being appointed, Mr. Briggs abstained from voting on the motion.

3. Consent Agenda

The Board reviewed the consent agenda including draft minutes, with minor amendments.

***MOTION:** The RECA Board of Directors approves the consent agenda as presented.*

Bill Briggs / Carried

The Board discussed a conflict with the date/time for the March 3, 2021 special Board meeting, and the Board agreed to change the meeting to March 5, 2021 from 9:00 am to 12:00 pm.

The mandatory governance training for the Board and Industry Councils members will take place in February and March 2021.

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4. Committee Reports

- **Hearings Report**

The Board Chair reported that on December 28, 2020, pursuant to the *Real Estate Act* and its bylaws, the Board Chair approved the proposed appointments to a Hearing Panel and directed the Hearings Administrator to serve a Notice of Hearing and complete an affidavit of service on behalf of the Board.

5. Industry Council Activities

- **Industry Chairs Roundtable**

The Board confirmed that it will use an Industry Chairs Roundtable ("Roundtable") as a forum for the Board Chair, Industry Council Chairs, Board members and management to assist in defining, designing, and proposing the protocol for communication and coordination between the Board and Industry Councils on RECA matters.

Industry Councils will be asked to provide feedback on their views of the strategic priorities of RECA; immediate priorities of the Industry Councils; identification of key risks facing RECA; and desirable attributes of a new Executive Director. The Board will receive a summary of Industry Council input to those questions at the March 5, 2021 special Board meeting.

- **Residential Real Estate Broker Industry Council**
No report, going forward this will be a standing agenda item at the Board's quarterly meetings.
- **Commercial Industry Council**
No report, going forward this will be a standing agenda item at the Board's quarterly meetings.
- **Mortgage Broker Industry Council**
No report, going forward this will be a standing agenda item at the Board's quarterly meetings.
- **Residential Property Management Industry Council**
No report, going forward this will be a standing agenda item at the Board's quarterly meetings.

6. Quarterly Workplan Board Matters

- **2019-2020 Stewardship Report**
Management reviewed the 2019-2020 Stewardship Report with the Board. This report is developed in conjunction with the General Counsel team. It is currently completed on a yearly basis.

Management confirmed that all litigation matters were up to date and noted that collection matters are not documented in the report. Management will only document collection matters if there has been a counterclaim made against RECA.

The Board requested that in the future, an update on all contentious legal matters be appended to the quarterly Management report.

- **Financial Overview**
Management provided a financial overview to the Board.

ACTION: The Finance & Audit Committee to review RECA's policy on the determination of revenue items for financial statements.

- **Approval of 2019-2020 RECA Annual Report**
Management reviewed the 2019-2020 annual report with the Board.

MOTION: *The RECA Board of Directors approves the 2019-2020 Annual Report as provided, and pursuant to Real Estate Act section 16, in effect at the end of the 2019-2020 fiscal year, directs Administration to deliver a copy of the Annual Report and Financial Statements to the Minister of Service Alberta.*

Bill Briggs / Carried

7. Committee Recommendations

- **Finance & Audit Committee**

The Board reviewed the proposed Finance & Audit Committee terms of reference and discussed the Committee's composition.

***MOTION:** The RECA Board of Directors approves the new Finance & Audit Committee terms of reference as presented at this meeting.*

Jai Parihar / Carried

***MOTION:** The RECA Board of Directors approves the appointment of the following Board members to the Finance & Audit Committee: Jai Parihar as Chair; and Paul Bojakli and Laura Sharen as members.*

Carrie Plett / Carried

Management confirmed that staff resource(s) for this committee are the Director of Corporate Services and the Finance & Administration Manager.

The Board determined it would not commence an RFP process to select an external auditor for the year ending September 30, 2021 given all the other significant priorities of the Board in its first year of being constituted.

***ACTION:** Management was asked to confirm the availability and terms of engagement for RECA's current auditor to complete audit work for the 2020-2021 fiscal year and report to the Finance & Audit Committee for review and recommendation to the Board at its March 5, 2021 special meeting.*

- **Human Resources Committee**

The Board reviewed the proposed Human Resources Committee terms of reference and discussed the Committee's composition. The Board agreed to change the committee name to Governance & Human Resources Committee.

***MOTION:** The RECA Board of Directors approves the establishment of the Governance and Human Resources Committee and the terms of reference for the Committee as presented at this meeting.*

Carrie Plett /Carried

***MOTION:** The RECA Board of Directors approves the appointment of the following Board members to the Governance and Human Resources Committee: Shirish Chotalia as Chair; and Bill Briggs*

*and Carrie Plett as members.
Paul Bojakli / Carried*

Management confirmed the staff resources for this committee will be the Director of Corporate Services and General Counsel & Corporate Secretary.

The Board discussed the Executive Director recruitment process.

MOTION: The RECA Board of Directors approves and directs the Governance and Human Resources Committee to:

- commence an RFP process for the retention by the Board of an independent recruiting firm to assist with its search for the Executive Director role and to provide a recommendation to the Board at its March 5, 2021 special meeting.*

Carrie Plett / Carried

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- **Hearings Committee**

The Board reviewed the proposed Hearings Committee terms of reference and discussed the Committee's composition.

MOTION: The RECA Board of Directors approves the new Hearings Committee terms of reference as presented at this meeting.

Bill Briggs / Carried

MOTION: The RECA Board of Directors approves the appointment of the following Board members to the Hearings Committee:

Bill Briggs as Chair, Carrie Plett as Vice Chair; and Paul Bojakli and Laura Sharen as members.

Paul Bojakli / Carried

ACTION: The Hearings Committee will review and canvass public members on the hearing panel roster for an invitation for an independent member to sit on the Hearings Committee.

Management confirmed that the staff resource for this committee is the General Counsel & Corporate Secretary.

- **Condominium Managers Implementation Advisory Committee**
Management provided an overview of the activities of RECA's Condominium Managers Implementation Advisory Committee (CMIAC).

The term of the CMIAC expired on December 31, 2020 and Management requested the Board reconstitute the CMIAC so that they can continue their work. Management advised that the current CMIAC members are willing to continue to sit on the

committee should the Residential Property Manager Industry Council choose to utilize their expertise going forward.

***MOTION:** The RECA Board of Directors approves the reconstitution of the Condominium Manager Implementation Advisory Committee ("CMIAC") with a new term expiry of March 31, 2021, unless otherwise extended by the Board prior to this expiry.*

The RECA Board of Directors acknowledges and ratifies the ongoing work of the CMIAC between December 31, 2020 and prior to its reconstitution on January 20, 2021.

Carrie Plett / Carried

8. Strategic Matters

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- **RECA Board Projects & Priorities Update**
The Board reviewed and accepted the Board Projects & Priorities update.
- **Stakeholder Engagement Strategy and Outreach**
The Board discussed RECA's existing stakeholder engagement policy and proposed this be added to the Roundtable discussions.

ACTION: Management was asked to prepare specific recommendations and plans for stakeholder engagement in the short term. This will be brought back to the Board at its March special meeting.

The Board confirmed that the Board Chair is the appropriate person to begin outreach with stakeholders, with assistance from other Board members as required.

The proposed timing and potential content of the Board Chair's message in RECA's quarterly Regulator publication was discussed. Ideally, a draft message will be reviewed at each quarterly Board meeting prior to publication.

The Board discussed developing a strategy to support more direct communication with the public.

- **Education Divestment**
The Board reviewed and discussed the role of the Education Divestment project sub-committee created by Service Alberta. The project team consisted of representatives from the various industries. The project team developed a fair, high-level overview and framework for RECA's education divestment process.

ACTION: The Board requested that the recommendations of the Education Divestment project sub-committee be distributed to the Industry Councils.

The responsibility for divestment of education is the responsibility of the Industry Councils. The Board will assist and support the Industry Councils on the divestment of education and work collaboratively with the Industry Councils on the operational implications to the organization.

9. In-Camera Session

The Board went in-camera at 1:03 pm.

The Board came out of in-camera at 3:27 pm.

The Board reviewed and discussed recent communications from the Alberta Real Estate Association regarding the Commercial Industry Council by-Election. The Board confirmed the by-election process shall continue as previously approved by the Board at its December 2020 meeting. The Board Chair will inform the Minister of Service Alberta of the Board's review of the upcoming Commercial Industry Council by-election.

The Board went in-camera with the Acting Executive Director at 3:28 pm.

10. Next Meeting(s)

- Friday, March 5, 2021 9:00 am to 12:00 pm

11. Adjournment

The meeting adjourned at 3:44 pm.

Approved at Calgary, Alberta on March 5, 2021

Patricia McLeod, Q.C., Board Chair