

**RECA Board of Directors Regular Meeting**  
**9:00 am – 3:00 pm, Thursday, November 24, 2022**  
**Nakiska Boardroom, RECA Office / Virtual Teams Meeting**

**MINUTES**

<b>In Attendance:</b>	Elan MacDonald, Chair Paul Bojakli <i>(attended virtually)</i> Bill Briggs Jai Parihar <i>(attended virtually)</i> Carrie Plett Laura Sharen <i>(attended virtually)</i> Greg Walter <i>(attended virtually)</i>
<b>Staff Resource:</b>	Russ Morrow Janice Harrington Warren Martinson Stacy Paquin
<b>Guests:</b>	Susan Kushneryk, <i>Kushneryk Morgan LLP (Item #13)</i> Grant Stapon, <i>Bennett Jones (Item #13)</i> Mark Blessing, <i>Finance &amp; Administration Manager (Item #8)</i> David James, <i>Former Board Chair (Item #12)</i>
<b>Recording Secretary:</b>	Rina Hawkins

**1. Call to Order**

The Real Estate Council of Alberta ("RECA") Board Chair ("Chair") called the meeting to order at 9:00 am.

**2. Approval of Agenda**

The RECA Board of Directors ("Board") reviewed the meeting agenda.

The Board added to the agenda, a discussion on the Residential Measurement Standards (RMS) terms of reference.

***MOTION:** The RECA Board of Directors approves the November 24, 2022, meeting agenda as amended.*

***Motioned by Bill Briggs***

***Seconded by Carrie Plett***

***Carried***

### 3. Conflicts of Interest Declared

The Chair asked if there were any conflicts of interest to declare.

No conflicts of interest were declared.

### 4. Chairs Comments

The Chair provided introductory comments, and noted this meeting was her first regular meeting as Board Chair.

### 5. Information Items

The Board discussed three (3) information items included in the meeting material, the RECA Board workplan, the Board calendar for 2022/2023 and a good governance training package from tng governance trainers.

### 6. Consent Agenda

The Board reviewed the consent agenda.

*MOTION: The RECA Board of Directors approves the consent agenda, including the July 20, 2022, August 4, 2022, September 1, 2022, September 7, 2022, and November 9, 2022, RECA Board of Director meeting minutes, and accepts for information purposes the Board Standing Committee minutes, the Board Action Item Register, and the following consent resolutions, as presented at this meeting.*

- *Rules Review Steering Committee Membership (Resolution 2022-5)*
- *Policy Exemption – Short Term Investments (Resolution 2022-6)*  
*Motioned by Carrie Plett*  
*Seconded by Laura Sharen*  
*Carried*

### 7. Applications to the Board

- **Real Estate Act Section 46**

The Registrar reviewed, for the Board's consideration, an Admission of Conduct submission pursuant to section 46 of the *Real Estate Act*. The Registrar addressed the Board's questions on the submission.

*MOTION:*



## 8. Committee Reports / Recommendations

- Finance & Audit Committee

9:12 am – RECA's Finance & Administration Manager joined the meeting

The chair of the Finance & Audit Committee ("FAC") provided an update on the activities of the committee.

### Financial Report

Management discussed the draft year-end financial statements as of September 30, 2022. The audited financial statements will be presented at the January 2023 Board meeting.

The Board discussed the proposed transfer of \$3M from the Unrestricted Council Operating Fund to the Internally Restricted Operating Reserve to build up the Operating Reserve balance to ensure the stability of the mission, programs, employment, and ongoing operations of the organization.

***MOTION:** Upon the recommendation of the Finance & Audit Committee, the RECA Board of Directors authorizes Management to transfer \$3,000,000 from the Unrestricted Council Operating Fund into the Internally Restricted Council General Reserve for the year ended September 30, 2022.*

***Motioned by Bill Briggs***

***Seconded by Jai Parihar***

***Carried***

### Audit Service Plan Update

The FAC presented the BDO Canada LLP Audit Service Plan for the year ended September 30, 2022, for the Board's information.

### Finance Policy Review

The FAC presented proposed amendments to the *Investment of Assurance Fund Policy* and the *Investment of Council Operating Fund Policy*, for the Board's consideration. The amendments specify more clearly the objectives, responsibilities, authorization, and reporting expectations. Also included in the amendments was an addendum with investment strategies, outlining the investment objectives, asset allocations, permitted securities, and investment constraints.

***MOTION:** On the recommendation of the Finance & Audit Committee, the RECA Board of Directors approves the updated *Investment Policy for Assurance Fund* and *Investment Policy for Council Operating Fund* as presented in TAB's 7.3B and 7.3C of the meeting material.*

***Motioned by Paul Bojaktli***

*Seconded by Carrie Plett  
Carried*

Finance & Audit Committee Terms of Reference

The FAC reviewed the FAC terms of reference and no changes were proposed at this time.

Enterprise Risk Management (ERM) Update

For this information item, the FAC provided an update on the ERM program. The FAC discussed that the ERM report will be provided to the FAC on a quarterly basis, and annually to the Board.

ACTION: Management will update the RECA Board Workplan to reflect the above noted change. The Board will receive the ERM report at the January 2023 Board meeting.

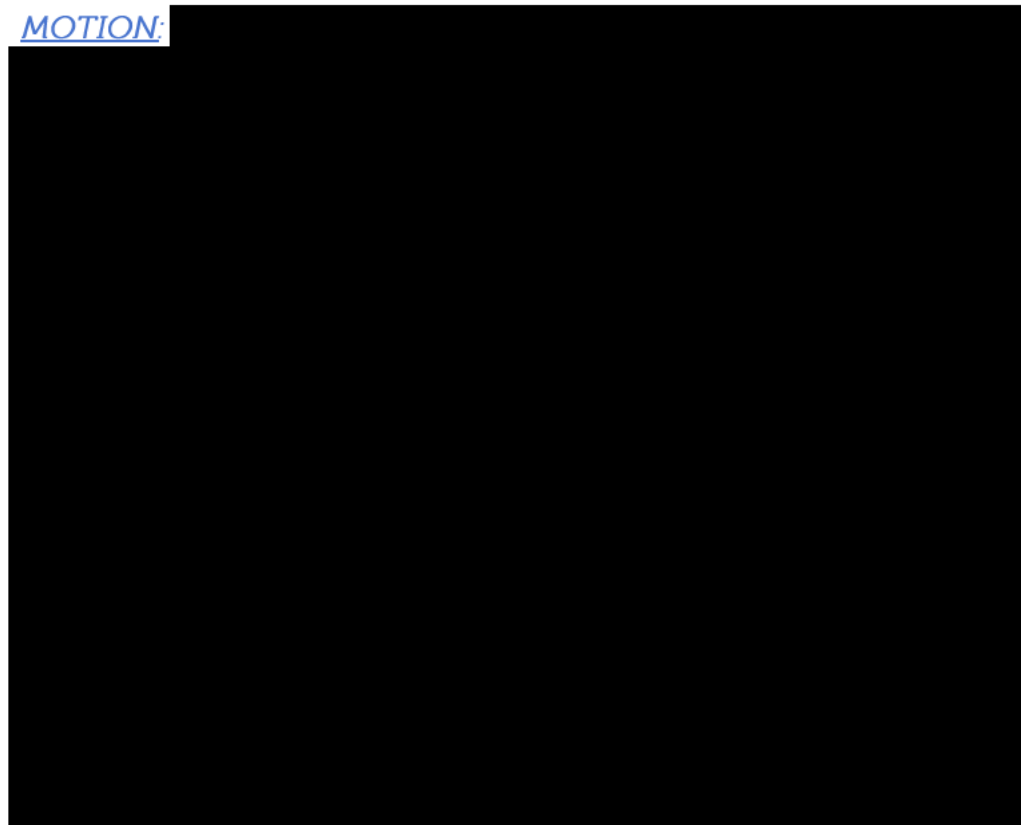
The Board discussed a recent attempted cybersecurity event at RECA and the importance of reporting any IT risks or events to the FAC and Board Chair.

ACTION: Management will develop a cybersecurity reporting structure/policy for the January 2023 Board meeting.

RBC Banking Resolution

Management discussed that RECA is required to update its Investment Counsellor Administration Services Account Agreement.

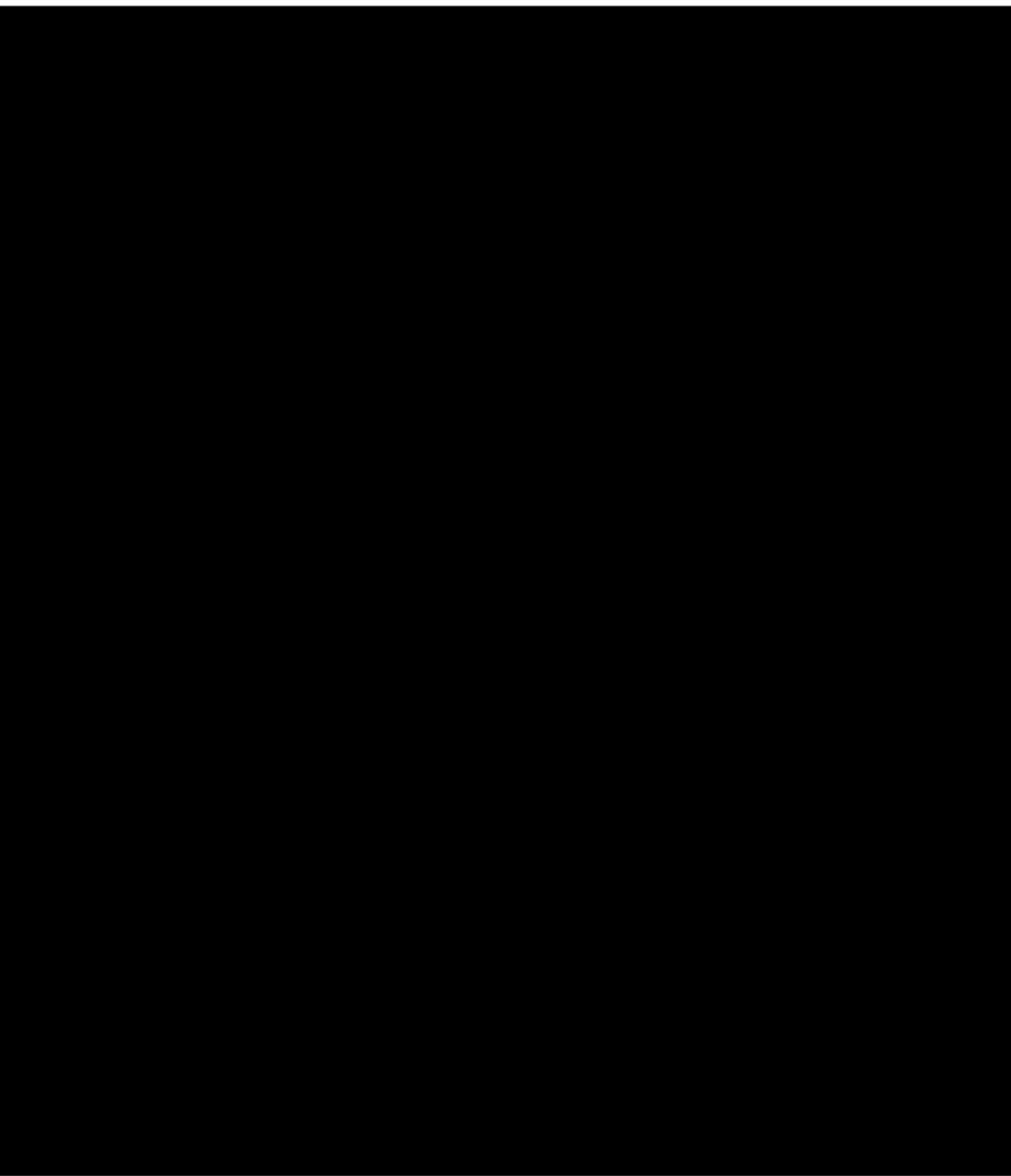
MOTION:



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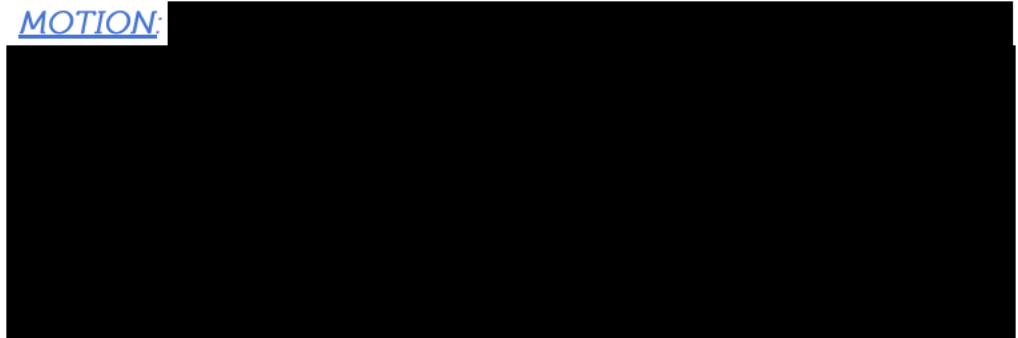
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BMO Banking Resolution

As a result of the recent appointment of the new Board Chair, RECA is required to update its banking signing authorities.

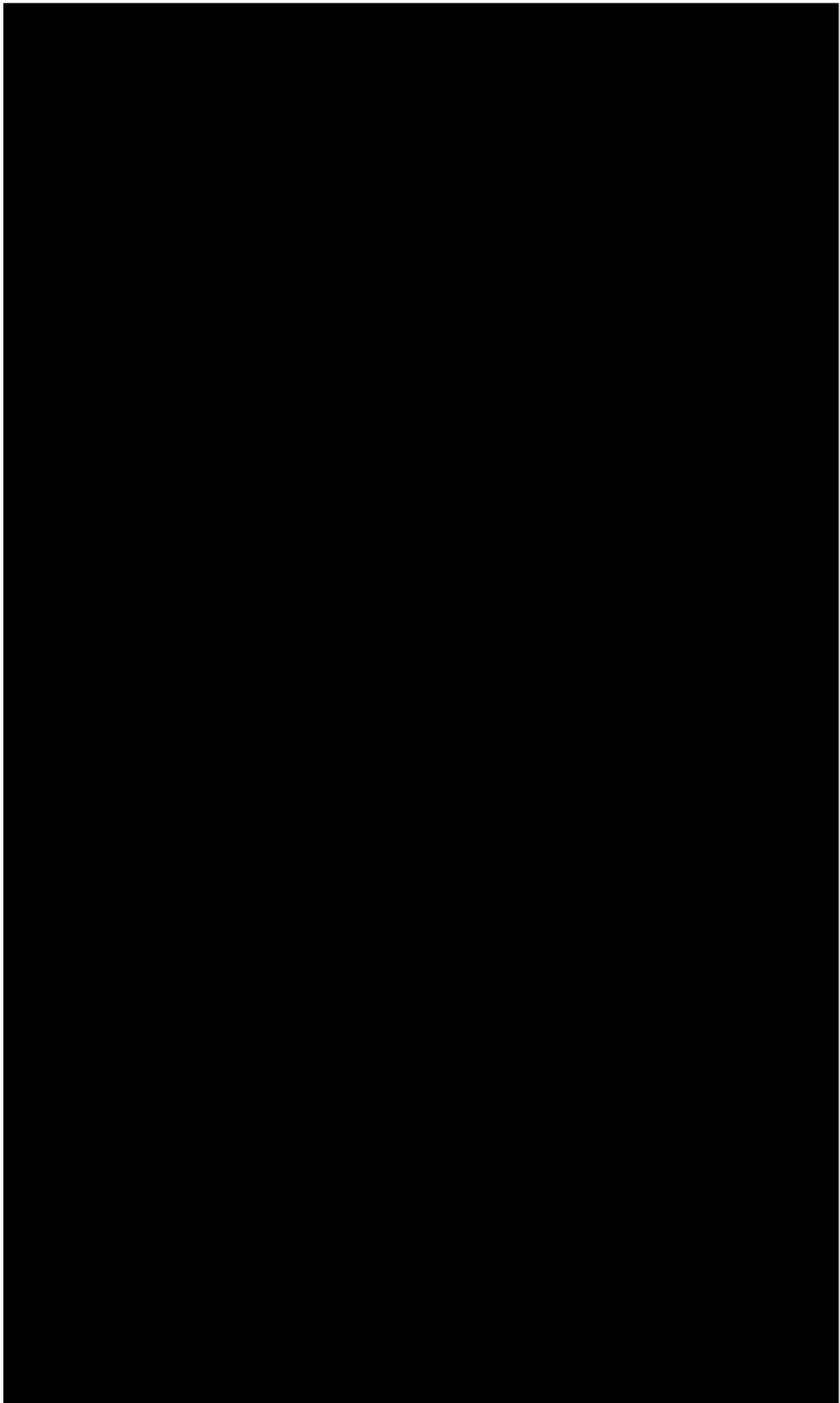
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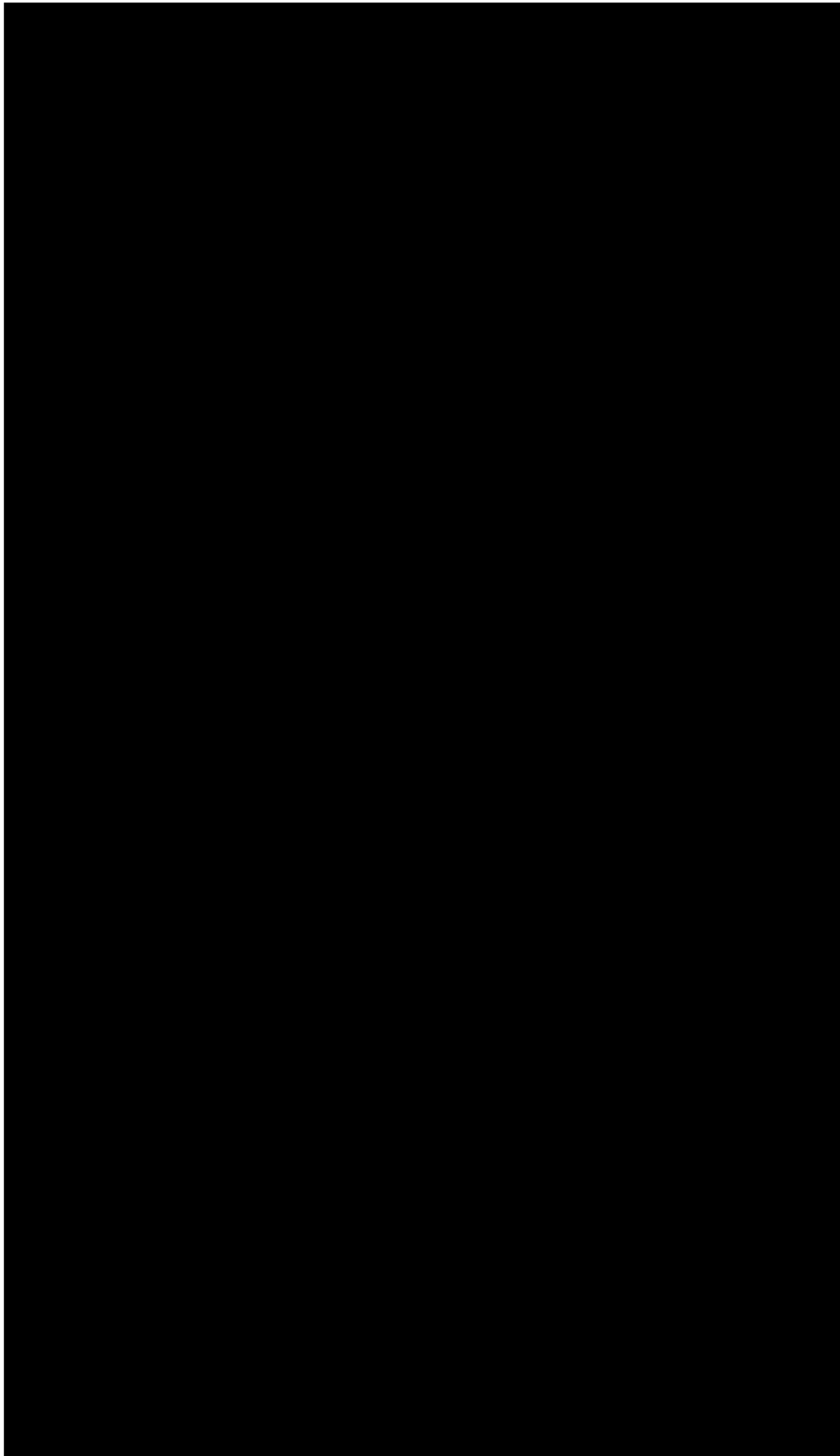
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#### Signing Authorities Policy

Management presented proposed nomenclature amendments to the *Signing Authorities* policy for the Board's consideration.

*MOTION: The RECA Board of Directors approves the amendments to the *Signing Authorities* policy as presented in TAB 7.7C of the meeting material.*

*Motioned by Bill Briggs*

*Seconded by Jai Parihar*

*Carried*

9:41 am – RECA's Finance & Administration Manager left the meeting



- **Governance & Human Resources Committee**

The chair of the Governance & Human Resources Committee (GHR) provided an update on the activities of the committee.

Approval of Governance & HR Committee Terms of Reference

The GHR reviewed the terms of reference for the Governance & HR Committee and Hearings Committee. The GHR recommended minor changes to correct typos.

*MOTION: On the recommendation of the Governance & Human Resources Committee, the RECA Board of Directors approves the amended terms of reference for the Governance & Human Resources Committee and Hearings Committee as presented in TAB's 8.1B and 8.1C of the meeting material.*

*Motioned by Carrie Plett*

*Seconded by Bill Briggs*

*Carried*

Approval of Standing Committee Appointments

The GHR reviewed and discussed the proposed appointments/reappointments to the Board's standing committees.

The GHR recommended that membership of the standing committees remain the same except for current Hearings Committee member, Ms. Kathryn Oviatt. Ms. Oviatt advised that she is unable to continue serving on the Hearings Committee. In consultation with the Hearings Committee Chair, the GHR is recommending the addition of Ms. Joanne Archibald, a current member of RECA's hearing panel roster, to the Hearings Committee.

*MOTION: On the recommendation of the Governance & Human Resources Committee, and further amended, the RECA Board of Directors approves the following appointments/reappointments to the standing committees commencing December 1, 2022, to November 30, 2023:*

- 1. To the Finance & Audit Committee*
  - Jai Parihar, Committee Chair*
  - Paul Bojakli*
  - Laura Sharen*
- 2. To the Hearings Committee*
  - Bill Briggs, Committee Chair*
  - Carrie Plett, Committee Vice Chair*
  - Paul Bojakli*
  - Laura Sharen*
  - Joanne Archibald*
- 3. To the Governance & Human Resources Committee*
  - Greg Walter, Committee Chair*
  - Bill Briggs*

• Carrie Plett  
*Motioned by Paul Bojakli*  
*Seconded by Bill Briggs*  
*Carried*

#### Annual Evaluation for Board of Directors & Standing Committees

The GHR reviewed the Board and standing committees evaluation process and annual assessment questionnaires.

**ACTION:** Management will distribute the Board and standing committees assessment questionnaires to the Board and standing committee members in December. The results will be collated and reported back to the Board and standing committees at their January 2023 meetings.

#### Board Skills Matrix Review

The GHR discussed the Board Competency Skills Matrix. The GHR advised that Management will circulate the matrix to the entire Board for update and completion.

#### Board Chair & Industry Council Chair Descriptions

The GHR advised that the Board and Industry Council Chair position descriptions have been reviewed by the GHR and Industry Councils. Approval of these descriptions is required pursuant to the *Real Estate Act* Bylaws.

The GHR recommended the Board approve the position descriptions.

***MOTION:** Upon the recommendation of the Governance & Human Resources Committee, the RECA Board of Directors approves the Board Chair Position Description and the Industry Council Chair Position Description, as presented in TAB's 8.5B and 8.5C of the meeting material.*

*Motioned by Carrie Plett*  
*Seconded by Laura Sharen*  
*Carried*

#### Staggered Board & Industry Council Terms

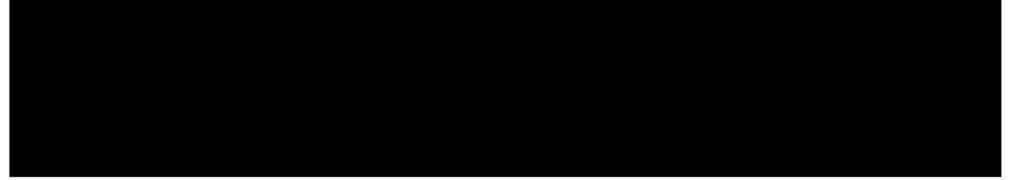
The GHR discussed staggered board terms at its last meeting and reviewed a proposal from Management. The GHR has brought the topic to the Board for further discussion before directing Management on how to proceed.

The Board provided comments on staggered board terms and directed Management to review with the Industry Councils.

**ACTION:** Management will add "staggered terms" to the November 30, 2022, Industry Chairs Roundtable agenda.

### CEO Objectives 2023

The CEO reviewed his 2022/2023 performance objectives with the Board. The Board directed the following amendments:



***MOTION:** The RECA Board of Directors approves the Chief Executive Officer (CEO) performance objectives for the 2022/2023 fiscal year, as presented in TAB 8.7 of the meeting material, and as amended at this meeting.*

*Motioned by Bill Briggs*

*Seconded by Jai Parihar*

*Carried*

### Quarterly Human Resources Report

The GHR provided the Quarterly Human Resources Report to the Board for information purposes.

It was noted that the turnover rate of 22% is a historic high.

### Whistle-blower Policy

The GHR discussed the KPMG report recommendation for RECA to retain an external service provider to receive whistle-blower complaints from employees anonymously.

The GHR noted that Management will be engaging an external service provider for this work and will report back to the GHR on the status of this initiative and any potential changes to RECA's current Whistle-blower policy.

- **Hearings Committee**

The chair of the Hearings Committee provided an update on the activities of the committee.

On November 23, 2022, the Hearings Committee passed an electronic resolution recommending that the RECA Board of Directors approve the appointment of Charissa Shine, a condominium licensee, to the Hearing Panel Roster effective November 24, 2022, to October 31, 2025.

***MOTION:** On the recommendation of the Hearings Committee, the RECA Board of Directors, subject to the candidate meeting eligibility licensing requirements, approves the appointment of Charissa Shine, a condominium licensee, to the Hearing Panel Roster effective November 24, 2022 to October 31, 2025.*

*Motioned by Bill Briggs  
Seconded by Carrie Plett  
Carried*

## 9. Industry Council Activities

- **Industry Chairs Roundtable**

The Industry Chairs Roundtable action register was provided to the Board for information.

The Board discussed proposed agenda items for the November 30, 2022, Industry Chairs Roundtable.

- **Residential Real Estate Broker Industry Council**

The Residential Real Estate Broker Industry Council (RREBIC) Board appointee provided an update on the activities of the RREBIC.

At their September 16, 2022, meeting, the RREBIC reappointed Mr. Sano Stante to the position of Chair of the RREBIC for a term of two (2) years, effective December 1, 2022.

- **Commercial Real Estate Broker & Commercial Property Manager Industry Council**

The Commercial Real Estate Broker & Commercial Property Manager Industry Council (CIC) Board appointee provided an update on the activities of the CIC.

At their October 31, 2022, meeting, the CIC reappointed Mr. Terry Engen to the position of Chair of the CIC for a term of two (2) years, effective December 1, 2022.

- **Mortgage Broker Industry Council**

The Mortgage Broker Industry Council (MBIC) Board appointee provided an update on the activities of the MBIC.

The election of MBIC Chair will be conducted at a special meeting of the MBIC on November 28, 2022.

- **Residential Property Manager Industry Council**

The Residential Property Manager Industry Council (RPMIC) Board appointee provided an update on the activities of the RPMIC Council.

At their September 23, 2022, meeting, the RPMIC reappointed Mr. Don Newell to the position of Chair of the RPMIC for a term of two (2) years, effective December 1, 2022.

The RPMIC discussed concerns from the industry regarding the November 30, 2022 education registration deadline for

condominium managers. In September 2022, the RPMIC began allowing conditional condominium management brokers to apply to RECA to extend the deadline to complete their licensing courses to March 31, 2023, provided licensees are register in their course(s) prior to the November 30, 2022, deadline. In mid-November 2022, that deadline was further extended to September 30, 2023.

11:22 am – Board member, Bojakli, left the meeting

- **Residential Measurement Standard (RMS) Terms of Reference**  
The Board discussed that the term of the RMS Committee will expire on November 30, 2022. The Committee has not yet completed their work and will require an extension of the term.

***MOTION:** Following consultation with the Residential Real Estate Broker Industry Council Chair, the RECA Board of Directors approves the amendments to the terms of reference for the Residential Measurement Standards (RMS) Ad Hoc Committee, extending the Committee term to March 31, 2023.*

***Motioned by Bill Briggs***

***Seconded by Jai Parihar***

***Carried***

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## 10. Operational Matters

- **Management Reports**

### RECA Quarterly Management Report

The CEO reviewed the activities of the Management team over the last quarter.

The Board discussed the rules review process that the Rules Review Steering Committee will be embarking on.

### Registrar's Report: Licensing & Renewals

Management presented RECA's licence renewal results for 2022 for the Board's information.

### Real Estate Assurance Fund Report

Management presented the Real Estate Assurance Fund ("Assurance Fund") Report for fiscal year 2021/2022 for the Board's information. The report provides a summary of pay-outs from the Assurance Fund.

## 11. Strategic Matters



- **Quarterly Strategic & Business Plan Update**  
Management provided an update on RECA's strategic and business plan progress.

*12:29 pm – RECA staff, Harrington, Martinson and Paquin left the meeting*

## 12. In-Camera

*12:30 pm – The Board & CEO moved in-camera*

*12:30 pm – Former Board Chair, Mr. David James, joined the meeting*

The Board & CEO moved in-camera to discuss the CEO performance review for the fiscal year ended September 30, 2022

*12:50 pm – CEO left the meeting*

*12:55 pm – Former Board Chair, Mr. David James, left the meeting*

*12:57 pm – The Board came out of in-camera*

*12:57 pm – CEO and RECA staff, Hawkins and Paquin re-joined the meeting*

*MOTION: The RECA Board of Directors approves the CEO Performance Evaluation for the fiscal year ended September 30, 2022, as presented in TAB 18A of the meeting material, and as further discussed at this meeting.*

*Motioned by Carrie Plett*

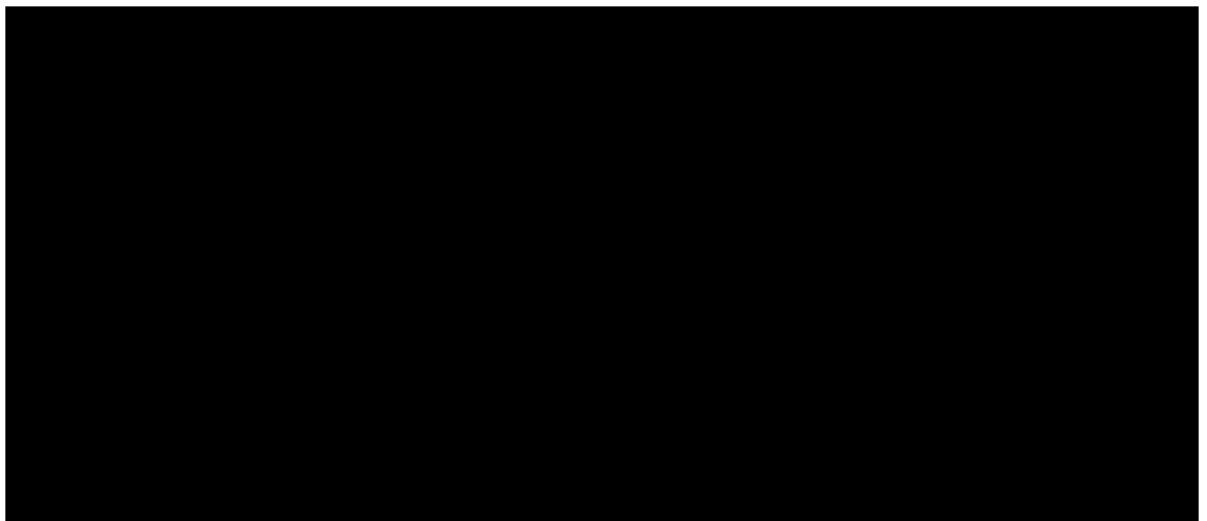
*Seconded by Bill Briggs*

*Carried*

## 13. Strategic Matters

- **Legal Matters**  
General Counsel provided a quarterly litigation update report for the Board's review.

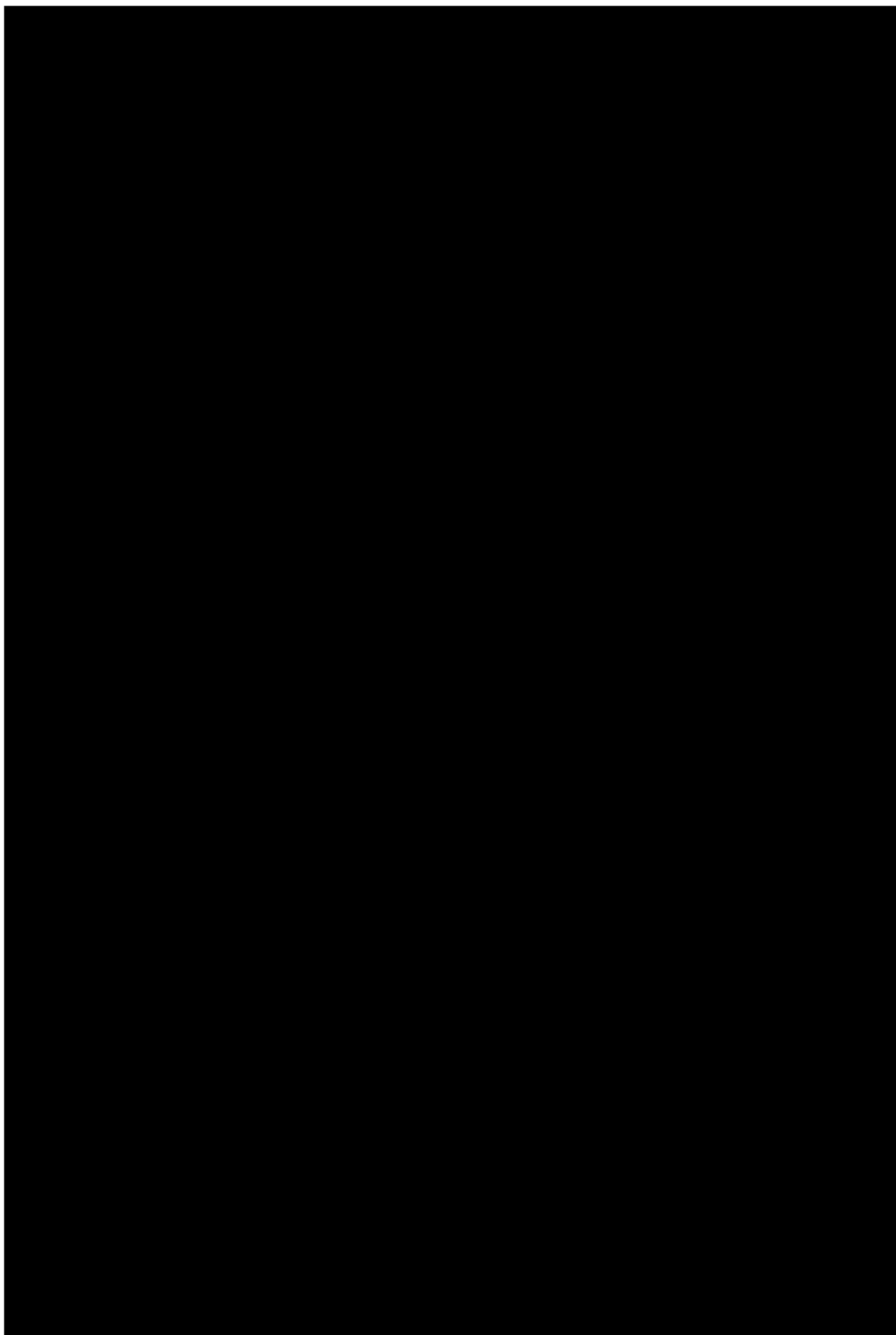
*The following minutes are confidential and protected by litigation privilege.*



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#### 14. Next Meeting

- Thursday, January 26, 2023, Banff, Alberta

## 15. Final Adjournment

The meeting adjourned at 2:27 pm.

*MOTION: The RECA Board of Directors approves the final adjournment of the November 24, 2022, meeting.*

*Motioned by Bill Briggs*

*Seconded by Carrie Plett*

*Carried*

Approved at Banff, Alberta on January 26, 2023

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Elan MacDonald, Board Chair

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