



Minutes of the Board Meeting
December 17th, 2015 12:00 pm – 1:51 pm
City Hall Meeting Room B

Present:

Directors:

Mike Major, President
Ed Fearon, 1st VP
Susan Hughes, 2nd VP
Don Altman, Treasurer
Cathy Di Leo, Secretary
Larry Green
Reynaldo Martinez (arrival at 12:05pm)
Pat McSweeney
Peter Pavlovic (arrival at 12:20pm)
Phil Pendleton

Staff:

H. Nicolson-Morrison, Executive Director
G. Ciardullo, HR Officer
K. Andrade, Executive Assistant (acting)

Regrets:

John Volk

1. **Call to Order** Chair – M. Major
M. Major called meeting to order at 12:00 pm.

Roll Call

2. **Approval of Agenda** Chair

MOTION: To accept the Agenda of December 17th, 2015. (C. DiLeo/L. Green) Carried.

3. **Declaration of Conflict of Interest** Chair
D. Altman declared a conflict on the member's automobile insurance package

4. **Minutes (to Approve)** Chair



DRAFT Board
Minutes Nov 26 2015

MOTION: To approve the Minutes of November 26th, 2015. (L. Green/C. DiLeo) Carried.

Executive Directors Report

Lunch and Learns - Suggestion for the first session is to ask Councilor Filion to speak on his new book, 2nd session: Retirement. Plan to use webcasting to reach members not housed in downtown core and to work glitches out so it can be used more often with membership. It was suggested we ask our membership in our next Bulletin/Newsletter what topics they would be interested in.

The Executive Director asked for direction on requesting Councilor Filion participate as a speaker in a COTAPSA Lunch and Learn. The Board discussed possible conflict because of the content of the Councilor's book. As a result, the Executive Director asked for other Lunch & Learn topics. Suggestions included broader based topics that will benefit our membership, i.e.: financial planning, retirement, pension, as they were previously highly popular. G. Ciardullo to contact the speakers from past Lunch & Learn. L. Green suggested keeping Councilor involvement, by asking them to speak on a topic they are familiar with. Everyone was in agreement.

Suggestions on Lunch & Learn topics from membership to be put in the Jan/Feb Newsletter.

Secondary OMERS Issue

Issue brought to our attention through a copy of a letter provided by D. Altman from a prior city employee to his MPP - D. Altman is to write to his contact requesting the documentation sent to the MPP.

D. Altman will follow up next meeting.

Other Business

Group Automobile Insurance - G. Ciardullo reported on the amount COTAPSA received in the past.

The amount received from this Economical Select was \$3,092, substantial revenue therefore worth our interest while providing a perk for our membership.

MOTION: To Appoint Waterloo Insurance Company. (P. McSweeney/L. Green) Carried.
Abstention - D Altman

ED provided the report including legal opinion outlining why COTAPSA cannot unionize.
Submitted for the Boards' reference.

Executive Directors Report (Oct/15)

Policy intern to review things for COTAPSA, M. Major to ask the City if we would be eligible.

M. Major to follow up at the next meeting.

Board Governance: Replacement of Board Director – Cluster A (Verbal)

M. Major suggested we hold a lunch and learn for the Councilor's Executive Assistants and other support staff as some have expressed concerns with OMERS pensions (see under Chairs comments).

Approximately 140 Administrative Assistant and Support Staff are eligible to become members. A question was raised as to when they can access OMERS? Is it when they become full-time, a Councilor's AA flagged that they do not pay in. G. Ciardullo was directed to look into what the City/OMERS rule to participate is.

OMERS – new issue raised in regards to council staff being able to participate in Pension.

G. Ciardullo explained regarding the two year waiting period to enrol in the pension plan.

In the late 1980's the Province of Ontario, via changes to the Pension Benefits Act allowed non-permanent employees (permanent employees have mandatory enrolment) to enroll in pension plans but only after they met a specific criteria. The criteria is that they must work at least 700 hours and/or earn 35% of the Yearly Maximum Pensionable Earnings (YMPE). The YMPE is a figure provided each year by the Canada Pension Plan. 35% of the YMPE is in the \$17,000 range. This criteria must be met in two consecutive calendar years then the employee has the option to enroll the following January 1st. Therefore, if an employee met the criteria in 2014 and 2015, we would send them notice that they could enroll effective January 1, 2016.

To compare legislation the Pension Benefits Act is to pension administration as the Employment Standards Act is to labour rules. As each employee group can negotiate a collective agreement with their employer to enhance labour rights as such each employer must negotiate a Participatory By-law with OMERS that dictates pension rules. The City of Toronto's Participatory By-law with OMERS states that all permanent status employees, categorized by OMERS as continuous full-time (CFT) will have mandatory enrolment and all non-permanent employees, categorized by OMERS as other-than-continuous (OTCFT) will qualify for OMERS enrollment after they meet the criteria previously explained above.

G. Ciardullo checked and it is a by-law that the City can change.
Question for discussion - Do we want to take this on?

The Board discussed - What will the cost factor for the employee and City be? As P. McSweeney explained, most of the employees in the AOCC are already financially constrained and paying into a pension is not a priority. D. Altman shared this will be another cost to the City. E. Fearon stated this is an opportunity to recruit new members and help them financially plan for their future. It was agreed that it's a good issue to use as a recruitment tool, COTAPSA will take this on if there is enough new members interested.

MOTION: To hold a Lunch & Learn for part-time staff regarding participation in OMERS.
(D. Altman/P. Pendleton) Carried.

6) Executive Directors Report

H. Nicolson-Morrison

- AGM Update – over 50 have RSVP'd
- Elections/Nominations Update – only 2 received
- Networking with City Council -- of 44 meetings, 34 completed, 2 no meeting (both supportive), 0 meetings set, 9 to be set – Tory, Augimeri, Shiner, Cho, Di Ciano, Fletcher, Mammoliti, Grimes and Moeser
In category with Senior Managers - Kerr Pond added
- Meeting with AMAPCEO

Follow up question regarding how they obtained negotiations rights was posed by M. Major.

The Ontario government in 1992 was engaged in discussions with OPSEU, (the only union in the Ontario Public Service (OPS) at that time) regarding a number of things, including giving it the right to strike and expanding its membership. Like the membership of COTAPSA, there was a large group of mid-level professionals and supervisors who were not real managers but were excluded from belonging to a union.

In order to make those changes, the government had to amend CECBA (Crown Employees Collective Bargaining Act), which it indicated it planned to do. The commitment to OPSEU was to simply give them 2-3,000 previously excluded employees without consulting or allowing a vote to those who it impacted.

When the excluded employees found out, they organized a series of mass information meetings, a number of ministry excluded employee associations sprang up and the government asked that a formal organization be created with which to consult. As a result, at one of the mass meetings, a board was elected, a constitution drafted and AMAPCEO was born – as a voluntary lobbying association. The government then agreed to back away from its commitment to increase OPSEU's membership, created a separate bargaining unit for most of the excluded employees and it was then up to those employees to decide whether to remain unrepresented, to organize their own union or to join another union. Both OPSEU and COPE tried to organize our members, but AMAPCEO decided to launch an organizing drive itself and eventually signed a majority of members to persuade the government to voluntarily recognize it as a bargaining agent. The Labour Relations Board confirmed the vote count and their status. Voluntary recognition was in 1995.

With voluntary recognition, we also got automatic dues deductions (up to that point they were financed through loans from members and free labour from our law firm), so they were able to pay back the lawyers and hire staff. They negotiated the first collective agreement in 1996.

- **Website Update**

Work initiated-Staff met with Jeff Chown, the Web Developer. Issues have been discovered in regards to past practice and control of COTAPSA website. Staff have been trying to ensure control over COTAPSA domain etc. (control of digital access), as directed by the new Web developer, as we want to make sure we have/control our documents and that when they close the old site down all documents will be destroyed by them.

Soft launch to Board in January – public launch in February, with the idea to have a meet and greet with Councilor's.

Looking at using Twitter to engage younger managers, for example; Tweet a link, also could later be used to update on any depositions etc.

Looking at website as a structure for recruiting - Drafting messages that can be used for both.

- **Insurance: Errors and Omissions**

After reviewing policy, the ED expressed concern that there is no coverage for staff who would be first in line for legal action. Spoke to G. Vassos (at Littler), and he said we must get coverage for G. Ciardullo.

First Step - requirement for bylaw amendments to make Executive Director and Human Relations Officer 'Officers of the Association' (other bylaws amendments under separate cover).

Second Step - add ED and HR Officer to insurance policy. Seems there may be no extra cost to the COTAPSA.

At this point all proposed bylaws amendments were discussed, as the Board needed to affirm if they were to go to membership as there is a bylaw requirement as to when the membership needs to have access to (21 days prior).



Dec 10 Bylaw
revisions (Final to Boa

Executive Director went through the proposed amended Bylaws.

It was discussed that bylaw 6.12 (b):

"The Association may advance money to a Director, Officer or other individual referred to in subsection (a) for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfill the conditions set out in subsection (c)."

Has no limit, therefore the matter should be discussed with lawyer to make change and bring back to Board via email for electronic vote.

MOTION: That the Board recommend approval of Bylaws amendment to membership, with the exception of 6.12 (b) subject with confirmation with Legal. (R. Martinez/P. Pendleton) Carried.

- **Corporate Bylaw - Governance changes and the new Ontario Not-for-Profit Corporations Act**



Not For Profit
Legis-12152015-162:

Little LLP has suggested that COTAPSA get a lawyer who does Bylaw work as they don't and are somewhat concerned. COTAPSA's incorporation is under the Ontario Act and as ED flagged to the Executive in the summer, there are changes forthcoming in the Act that we have a corporate responsibility to deal with. Little LLP is concerned about this, they were under the mistaken impression that changes were due in January/2016, so they asked ED to find someone ASAP. They could not make suggestions as they were unsure as to which firm 'does the work'.

ED contacted Dale & Lessman, a reputable firm that does bylaw work, asked what is required to comply, what has to be done, what the cost is and when the OCA changes are due.

Dale & Lessman response. "*Two years (or more) for the Ontario legislation to be finalized, and there will be three years after it is proclaimed in force for corporations to become compliant.* Might want to consider to do some work now i.e. proxy option.

Non-profits don't usually have a standard form of by-law, as is the case with for-profit corporations, so it's difficult to advise the cost for a by-law review and amendment process. A junior lawyers could provide a review and basic comments on what needs to be changed for \$750 to \$1,500. Drafting amendments would be time based at \$200 to \$275 per hour for one of our juniors to do it."

ED requesting a motion to appoint Dale & Lessman to provide legal opinion as required in the future.

After some clarification on why a Motion was needed, it was concluded that having this legal firm in our "toolkit" is essential, as Littler LLP does not deal with Bylaws, only labour relations.

MOTION: To appoint Dale & Lessman as the firm to provide legal opinion on the bylaws as required. (L. Green/E. Fearon) Carried.

- **Insurances – Benefits for Staff**

Again, issues uncovered:

- 1) Unfortunate but former ED arranged new policy agreement after his status was under discussion by Board (late October/early November),
- 2) Changes former ED agreed to resulted in significantly higher costs for staff (G. Ciardullo paid Life/AD&D taxable premiums over \$200 per month and when Former ED comes off in spring her Life/AD&D premiums reduce to \$80 per month),
- 3) For years former ED had directed the insurance broker not to send the report to COTAPSA but just provide the totals for the Budget – so Board had no idea as to what the renewal package looked like.

After some discussion, staff was directed: 1) to have our insurance broker put all communications in writing and, 2) to begin looking for another broker.

- **Briefing Note on John Tory's speech to Canadian Economic Club**

Information Item: speech patterned after P. Wallace's comment to Executive Committee.



2015 - Dec Mayor
Tory's comments to |

- **CCPA – Canadian Council for Policy Alternatives: FYI**

Audio presentation by Sheila Block, Senior Economist with CCPA p 23 minute segment of P. Wallace comments and budget and 'un-used options' – comments about Act and Province references Toronto's use of revenue tools.

- **Announcement by Ontario Government: FYI**

On December 16th, the Ontario Government made an announcement on compensation for civil service managers, in line with P. Wallace's comment to M. Major and the ED.

7) Treasurer's Report

Treasurer

- Credit Card Update – (verbal)
We have the card(s).

G. Ciardullo

- Monthly Financials (Handed out at Meeting) Treasurer
The Treasurer reported when there is no legal expense, there is a surplus. He noted that the income is holding despite an attrition in membership. Also noted that the report shows 2 months of financials.

MOTION: To receive the Treasurer's Report. (D. Altman/P. McSweeney) Carried.

MOTION: To go In Camera. (P. Pendleton/P. Pavlovic) Carried.

9) Membership Report with Division Breakdown Executive Assistant

MOTION: To Rise and Report. (P. Pavlovic/E. Fearon) Carried.

10) Other Business

City of TO COTAPSA meeting

G. Ciardullo



City Cotapsa
Minutes November 2

G. Ciardullo asked the Board if they had any questions pertaining to the City/COTAPSA minutes. There were none.

Transportation Meeting

P. Pendleton shared meeting *labour disruption readiness* discussion from his department. There were concerns raised. G. Ciardullo to follow up with City on clarification on meal allowance, mileage, shifts, appointment of work and location.

Budget

D. Altman thought it crucial for COTAPSA to discuss Budget now that more is known about where the city is going with it.
What are key items COTAPSA should be messaging?
D. Altman to put forward points of interest on Budget and present at the next meeting.

11) Adjournment

Chair

MOTION: To adjourn. (E. Fearon) Carried.

Meeting adjourned at 1:50 pm

Signed: Mike Major, President

Signed: Cathy Di Leo, Secretary

Dated

Dated