



Telecom Regulatory Policy CRTC 2014-659

PDF version

References: Telecom Notices of Consultation 2014-188, 2014-188-1, and 2014-188-2

Ottawa, 18 December 2014

File number: 8665-C12-201403287

Structure and mandate of the video relay service administrator

*The Commission **approves**, with some modifications, the proposed structure and mandate of the video relay service (VRS) administrator, known as the Canadian Administrator of VRS (CAV), Inc. (CAV). The Commission **directs** the CAV to file executed documents with the Commission by 5 February 2015. This decision will permit the CAV to continue its efforts to implement the Commission's decision to introduce VRS in Canada to the benefit of all Canadians.*

Introduction

1. In Telecom Notice of Consultation 2014-188, the Commission called for proposals on the structure and mandate of the video relay service (VRS) administrator. In particular, proposals from telecommunications service providers (TSPs) were expected to reflect the Commission's determinations in Telecom Regulatory Policy 2014-187 (the VRS decision) and were to be developed in consultation with consumer stakeholder groups.
2. This decision is a follow-up to the VRS decision, in which the Commission determined that the creation of an independent, centralized administrator to oversee VRS would ensure that VRS is provided in a way that best fulfills the telecommunications policy objectives. The Commission also set out the minimum requirements that such an administrator, or any party with which it contracts, must meet to ensure that VRS fulfills these policy objectives.¹
3. The Commission received a joint proposal from the pre-incorporation Interim Board of Directors of the Canadian Administrator of VRS (the Interim Board).
4. The Interim Board consulted various stakeholder groups to obtain relevant feedback on its proposal. Organizations that represent persons who are Deaf, hard of hearing, or speech impaired, and potential users of VRS, were invited to attend a videoconference hosted by the Interim Board on 18 June 2014. Additionally, interpreter organizations and large TSPs were consulted and given the opportunity to provide feedback.

¹ See Appendix B of Telecom Regulatory Policy 2014-187.

5. The Commission received interventions from the Agence municipale 9-1-1 du Québec, the Alberta Association of the Deaf, the Association of Visual Language Interpreters of Canada (AVLIC), the BC Video Relay Services Committee (BCVRS), the Canadian Association of the Deaf (CAD), the Canadian Hearing Society (CHS), H3 Network Media Alliance, the Ontario Association of the Deaf, the Ontario Video Relay Service Committee (OVRSC), Saint John Deaf and Hard of Hearing Services Inc., South-East Deaf and Hard of Hearing Services Inc., the Thunder Bay Centre of the Deaf, the Toronto Association of the Deaf, the Westcoast Association of Visual Language Interpreters (WAVLI), MTS Allstream Inc. (MTS Allstream), TELUS Communications Company (TCC), the Canadian Telecommunications Contribution Consortium Inc. (CTCC), and the Canadian Wireless Telecommunications Association (CWTA), as well as a number of individuals. The public record of this proceeding, which closed on 6 October 2014, is available on the Commission's website at www.crtc.gc.ca or by using the file number provided above.
6. Parties generally supported the Interim Board's proposal. However, there were certain issues on which parties did not agree, as well as other issues that require clarification from the Commission. The Commission has therefore considered these issues in this decision.

Interim Board

7. The Commission's preliminary view in Telecom Notice of Consultation 2014-188 was that a provisional (interim) Board of Directors with three members would be most appropriate, and that the appropriate members of the provisional Board of Directors would include
 - a member taken from Bell Canada et al.,²
 - a member taken from CAD, and
 - a member to be selected jointly by Bell Canada et al. and CAD.
8. Consistent with this preliminary view, the Interim Board is composed of a Director from Bell Canada and one from CAD, and an Independent Director from the Neil Squire Society, who was selected jointly by Bell Canada and CAD.
9. The Interim Board assumed the duties of such a board upon its full constitution on 6 June 2013. The Commission notes that no parties disagreed with the composition of the Interim Board. The Commission therefore **approves** the current composition of the Interim Board.

² Bell Canada et al. includes Bell Aliant Regional Communications, Limited Partnership; Bell Canada; Bell Mobility Inc.; DMTS; KMTS; NorthernTel, Limited Partnership; and Télébec, Limited Partnership.

Mandate

10. The wording for the Canadian Administrator of VRS (CAV) Inc.'s (CAV)³ mandate,⁴ which was submitted by the Interim Board, was consistent with the Commission's determinations in the VRS decision.

Positions of parties

11. There was general support for the proposed mandate. The BCVRS, however, submitted that education and public awareness should also be included in the CAV's mandate. The Interim Board agreed with the BCVRS's viewpoint and proposed modifications to the wording of its mandate.

Commission's analysis and determinations

12. The Commission considers that education and public awareness will be an important contribution to the success of VRS, and **directs** the Interim Board to make the following revisions (shown in bold below) to the CAV's statement of purpose in its Articles of Incorporation:

The purposes of the Corporation (the CAV) are to:

- a) provide in an efficient manner a national video relay service (VRS) in Canada, both in American Sign Language and Langue des signes québécoise, to provide telecommunications service, in a manner that is consistent with CRTC determinations, to Deaf, Hard of Hearing **or speech impaired individuals** who use sign language, **and to promote public awareness and education about the VRS service**; and
 - b) do all things in furtherance of the foregoing.
13. The Commission notes that the Interim Board refers to Deaf and hard-of-hearing individuals (DHH) throughout the documents it submitted, but that no reference was made to individuals who are speech impaired and who use sign language. The Commission therefore **directs** the CAV to ensure that the wording it uses in all of its documents includes all individuals who use sign language as their primary language of communication due to a disability. However, to be consistent with the record of this proceeding, and to minimize confusion, the Commission will refer to all individuals who use sign language as their primary language of communication due to a disability as "DHH" for the purpose of this decision.

Composition of the Board of Directors

14. The Interim Board proposed that the CAV will be a not-for-profit organization with a seven-member Board of Directors selected by Members of the Corporation:

³ The Commission is aware that, in the time between the submission of the application and the publication of this decision, the CAV was duly incorporated.

⁴ This mandate is also referred to as the statement of purpose in the Articles of Incorporation.

- three Directors selected through DHH stakeholder processes, including
 - i. one Director drawn from American Sign Language (ASL) stakeholders,
 - ii. one Director drawn from Langue des signes québécoise (LSQ) stakeholders, and
 - iii. one Director jointly selected by the ASL and LSQ Directors;
- two Directors selected by TSP stakeholder processes; and
- two Independent Directors selected by the Board of Directors as a whole.

Positions of parties

15. CAD submitted that the Board of Directors should comprise at least 51% Deaf representation. Similarly, the CHS submitted that the Board of Directors should consist of nine members instead of seven, and that these nine members should comprise
 - five consumer members that represent a cross-section of all the key stakeholders (including ASL users, LSQ users, interpreters, and VRS providers);
 - two independent members with expertise running corporations or organizations without ties to the telecommunications industry, the VRS industry, or consumers. These members would be nominated through an independent process and/or a third-party ad hoc nominating committee selected by an independent firm; and
 - two telecommunications industry members appointed by TSPs.

Commission's analysis and determinations

16. The Interim Board's proposal is consistent with the Commission's determination in the VRS decision that the Board of Directors must comprise members drawn from TSPs and sign language user organizations (both ASL and LSQ), as well as members with other relevant areas of expertise.
17. The Commission's preliminary view in Telecom Notice of Consultation 2014-188 was that no constituency should have a veto. The CAD and CHS proposals would effectively give the DHH stakeholders a veto. CAD and the CHS stated that this structure would best provide a consumer-driven service, but they did not provide specific justification for their respective positions.
18. The Commission is of the view that seven Directors, as proposed by the Interim Board, will result in an inclusive and effective Board of Directors and will ensure administrative efficiency. The Commission therefore **approves** the composition of the Board of Directors as proposed by the Interim Board.

Quorum

19. The Interim Board proposed that quorum consist of no fewer than four Directors, including at least one TSP Director and one Independent Director. However, if two TSP Directors are present, a quorum would consist of no fewer than five Directors, including at least one Independent Director. The proposal indicates that no business may occur at any meeting of the Board of Directors unless a quorum is present at the commencement of and throughout the meeting.

Positions of parties

20. The BCVRS and the OVRSC did not object to the conditions for quorum; however, they submitted that guidelines on attendance and requirements for Directors need to be clearly stated in the CAV's By-law.

21. The Interim Board responded by agreeing to impose contractual conditions on Directors to address the attendance concerns raised by these parties.

Commission's analysis and determinations

22. In light of the above, the Commission approves the provisions for quorum and **directs** the CAV to include guidelines and requirements for attendance in all relevant documents, including in any Member and any Director agreements.

Election and nomination process

23. The CAV will be a not-for-profit organization in which Members will elect the Board of Directors. The proposal presents a structure under which eligible stakeholders elect Members. That is, DHH stakeholders will elect three DHH Members: one ASL Member, one LSQ Member, and one joint ASL and LSQ Member. TSP stakeholders will elect two TSP Members.

24. These five Members will then elect themselves as Directors, and collectively elect two Members to become Independent Directors.⁵ This means that Members and Directors are the same individuals.

Positions of parties

25. The Interim Board submitted that this structure was chosen to promote efficiency in corporate decision making, and that these efficiencies outweighed the result of having DHH groups and TSPs themselves comprising membership of the VRS administrator. Specifically, it submitted that having the Members and Directors be the same individuals is an efficient, and relatively common, governance structure for not-for-profit corporations (particularly stakeholder boards). The Interim Board also submitted that this structure is consistent with the governance structures of similar

⁵ By approval of 80% of the Members

bodies approved by the Commission.⁶ The Interim Board also submitted that because the *Canada Not-for-profit Corporations Act* sets out Member class veto rights in a number of cases, this structure respects the Commission's determinations that no one class should have a veto right.

26. No parties objected to the proposed election and nomination process.

Commission's analysis and determinations

27. The Commission is of the view that the proposed structure is more efficient than making DHH and TSP organizations Members of the CAV. The Commission therefore **approves** the proposed election and nomination process.

Role of interpreter organizations

28. The Interim Board proposed that a special class of stakeholder be created for sign language interpreter organizations. These interpreter stakeholders would elect Permanent Invitees to serve a significant advisory role, with no voting rights, on the Board of Directors.

29. Specifically, one Permanent Invitee would be elected by ASL interpreter stakeholders, and one Permanent Invitee would be elected by LSQ interpreter stakeholders.

30. The Permanent Invitees would not be Directors or Members, and would not be able to vote, nor would they be invited to put forward motions to be voted upon by the Board or Members. They would, however, be able to propose items for the agenda of Board or Member meetings, participate in debates before any votes, attend in-camera meetings, and be present during Board or Member votes.

Positions of parties

31. No parties objected to interpreter organizations having a role in the administration of VRS. However, the scope of these organizations' role was a point of discussion.

32. AVLIC submitted that interpreter organizations need to be full voting members of the Board of Directors. AVLIC argued that professional sign language interpreters would

- offer much-needed insight regarding the nuances of interpreting,
- speak to the basic training requirements of VRS operators,
- recommend ongoing professional development for VRS operators to ensure that quality controls are maintained,
- address potential occupational health and safety hazards, and

⁶ For example, the Commissioner for Complaints for Telecommunications Services and the Broadcasting Accessibility Fund

- provide a historical perspective on the interpreting profession.
33. AVLIC also submitted that the Board of Directors would not have the required expertise in the field of sign language interpreting without ongoing consultation with professional interpreters. AVLIC argued that Permanent Invitee status would not allow for interpreter representatives to adequately advise and advocate on issues related to the provision of service. Further, AVLIC submitted that it would be incorrect to suggest that interpreter representatives would face a conflict of interest, arguing that all individuals on the Board have a vested interest in VRS and that, therefore, all should be equally accounted for with voting authority. AVLIC further submitted that any individual elected by interpreter stakeholders, at least the individual selected by ASL interpreter stakeholders, should be an AVLIC-Affiliate Chapter member. WAVLI, as well as 26 individuals, supported AVLIC's submission.
 34. BCVRS supported AVLIC's submission; however, it also submitted that the By-law should be modified to ensure that any conflict of interest would be managed appropriately. For example, the By-law should require that interpreter organizations abstain from voting on matters related to financial compensation for VRS operators or the selection of the VRS provider.
 35. In response, the Interim Board argued that interpreters, as represented by interpreter organizations, will have a significant and direct pecuniary interest in how VRS is delivered in Canada, and that any individual selected to represent interpreters would be put in an inappropriate conflict of interest position should he or she have the ability to vote on the matters to be decided by the Board of Directors, regardless of whether the individual works for a VRS provider. The Interim Board also indicated that much of its proposal would need to be reworked to rebalance representation between stakeholder groups and to revise quorums and voting thresholds if AVLIC's proposal were adopted.
 36. The Interim Board opposed AVLIC's proposed requirement that any individual elected by interpreter stakeholders be an AVLIC-Affiliate Chapter member. The Interim Board submitted that such a requirement would make members of any professional interpreter organizations that may be formed ineligible to serve as Permanent Invitees.

Commission's analysis and determinations

37. Regarding the conflict of interest issue, the Commission considers that interpreter organizations would likely have a significant and direct pecuniary interest in a number of issues related to the operation of VRS, and that the potential exists for both real and perceived conflicts of interest should an individual elected by interpreter organizations have the ability to vote on matters pertaining to how VRS is delivered in Canada.
38. The Commission recognizes that interpreters will play a pivotal role in the future of VRS in Canada, and that their expertise on certain matters, such as how to best staff

VRS call centres and ensure the quality of the interpretation, will be required to establish and maintain a world-class VRS system. However, the Board of Directors will consider many other issues related to the oversight of VRS in Canada, including funding, administration, human resources, and technical support, for which expertise in sign language interpretation will be less relevant. Some of these matters are also confidential or private in nature.

39. The Commission considers that it would be appropriate for interpreter organizations to be present at Board meetings to provide their expertise at the time relevant issues are being considered by the Board. This would be more efficient than the use of an advisory panel.⁷ The Commission therefore considers that a Permanent Invitee role would be appropriate. However, in light of the potential conflict of interest and the larger scope of issues to be determined by the Board of Directors, the Commission is of the view that it would not be appropriate for interpreter organizations to vote on matters before the Board or Members. The Commission therefore **approves** the role of the Permanent Invitee proposed by the Interim Board so that the CAV can benefit from the expertise of interpreter organizations but avoid potential conflicts of interest.
40. Regarding the Interim Board's proposal that Permanent Invitees be entitled to attend all meetings of the Board and of the Members, including in-camera meetings, the Commission considers that, while the advisory role of Permanent Invitees requires access to information relevant to the matters on which the Board wishes to consult them, it is not appropriate for Permanent Invitees to have access to all types of information, particularly commercially sensitive or confidential personal information. The Commission therefore **directs** the Interim Board to amend the By-law to reflect that Permanent Invitees are invited to attend and participate in meetings of the Board, and of the Members, at the Board's or the Members' discretion, by agreement of the majority.
41. With respect to the requirement that any individual elected by interpreter stakeholders be an AVLIC-Affiliate Chapter member, the Commission considers that the inclusion of such a requirement in the By-law would be unduly limiting.

Funding process

Annual budget

42. As set out in the VRS decision, funding for VRS will be provided by the National Contribution Fund (NCF). The Interim Board proposed a funding process, consistent with the NCF processes established in Decision 2000-745, whereby the CAV would submit an application for approval of its annual budget in time for this amount to be included in the calculation of the interim contribution collection revenue-percent charge for the following year. Specifically, the Interim Board proposed that the CAV set its budget for the next calendar year and submit it by 31 July each year for Commission approval. This would permit (i) funds to be allocated from TSP

⁷ As described in section 68 of the proposed By-law

contributors generally in advance of spending taking place, and (ii) the CAV to have access to the funding that it needs before it is required.

43. The Interim Board also proposed that any Commission-approved monies not spent by the end of the fiscal year be carried over to the next fiscal year. These amounts would then be deducted from the \$30-million cap, effectively lowering the amount to be disbursed from the NCF in the following fiscal year. However, if the CAV foresaw that its financial needs would be higher than its forecasted budget, it could apply to the Commission for additional funding up to the annual cap established in the VRS decision.
44. The Interim Board submitted that this funding process would provide the CAV with a stable source of funding that reflects its financial needs while enabling TSPs to more effectively budget for the financial requirements of VRS. The Interim Board also submitted that this funding process would reduce the CAV's reliance on bridge funding, thereby removing any disincentive for TSPs to serve on the Board of Directors, and enabling the CAV to recruit the best candidates for TSP roles.

Positions of parties

45. The CTCC,⁸ the administrator of the NCF, confirmed that it would be possible to implement this funding process. It specified that the administration of the NCF would be simpler if the Commission directed that specific amounts be disbursed to the CAV. Additionally, the CTCC submitted that if a predetermined amount were payable to the CAV, for example, in equal monthly installments, the audit of the NCF and other NCF-related processes would be simpler than if this amount were variable.

Commission's analysis and determinations

46. The Interim Board's proposed funding process differs from the typical process for obtaining subsidy from the NCF.⁹ However, as indicated by both the Interim Board and the CTCC, the Commission considers that the process of pre-approving an annual budget for VRS, and the disbursement of funds in monthly installments, would be administratively simpler in the particular circumstances of the CAV. TSPs required to contribute to the NCF would also know ahead of time what their required contribution for VRS will be.
47. The Commission therefore **approves** the proposed CAV funding process, whereby an annual budget would be approved by the Commission before expenditures are incurred, and amounts would be disbursed in equal monthly installments from the NCF.

⁸ The CTCC was established to oversee the NCF subsidy regime.

⁹ Typically, funds are disbursed from the NCF after services have been provided.

NCF procedures

48. As set out in Telecom Decision 2014-180, the CTCC currently disburses funds for priority charges in priority sequence. The CTCC indicated that it needed direction from the Commission regarding the treatment of funding allocated to the CAV in the instance that there are insufficient funds in the NCF to pay all of the amounts due in a given month.

Commission's analysis and determinations

49. The Commission considers that the CAV should receive its funding for VRS before TSPs, since TSPs have sources of revenue other than the NCF to support their cash flow needs.

50. The Commission therefore **directs** the CTCC to operate based on the revised priority charge list below, effective as of the date of this decision. The Commission also **directs** the CTCC to include the change (shown in bold below) with its next application to update its procedures.

- Central Fund Administrator payments;
- Consortium [CTCC] costs;
- **Payments to the CAV as prescribed by the Commission;**
- Subsidy payments to Northwestel as prescribed by the Commission;
- Subsidy payments to the small incumbent local exchange carriers as prescribed by the Commission;
- Unpaid subsidies to the remaining local exchange carriers relating to prior periods; and
- Any amount required to restore the NCF cash reserve to its minimum balance.

Obtaining credit and pledging security

51. Section 58 of the proposed By-law indicates that the Board may borrow money on the credit of the Corporation and pledge a security interest on the property of the VRS administrator.

Positions of parties

52. The CTCC submitted that this could enable the CAV to make expenditures in excess of the amounts permitted by the Commission in the budget approval process, which would require the settlement of debt using NCF monies. The CTCC therefore submitted that this clause be deleted from the draft By-law.

53. The CTCC also submitted that an advance disbursement of funds (e.g. a float of one month's estimated expenses) could be arranged to ensure that the CAV has sufficient cash flow to cover its expenses in a timely manner.

54. The Interim Board argued against the CTCC's recommendation. Specifically, the Interim Board submitted that the deletion of section 58 of the By-law would impair the CAV's ability to manage its finances, since borrowing money and the issuance of security over assets is often required for prudent corporate financial planning. It added that the deletion of section 58 would require the CAV to operate exclusively on a current cash basis.
55. The Interim Board submitted that the Board will always be constrained to any approved budget and will not be able to incur any obligation (including borrowing and pledging of security) that requires CAV expenditures in excess of those approved by the Commission. It therefore rejected the proposal to delete section 58 and indicated that a one-month float was unnecessary.

Commission's analysis and determinations

56. The Commission considers that section 58 grants the CAV the flexibility to manage its finances. Further, the primary, if not sole, source of income for the CAV will be disbursements from the NCF. However, all disbursements from the NCF for VRS are subject to Commission approval.
57. The Commission therefore determines that section 58 shall remain in the By-law. However, the Commission **directs** the Interim Board to modify the By-law to indicate that the CAV may not borrow funds or pledge securities in a manner which would permit the CAV to incur expenditures higher than the Commission-approved annual budget or in a manner inconsistent with any Commission-imposed designation of funds for VRS.
58. To account for possible delays in the availability of funding for VRS, the Commission determined in the VRS decision that TSPs with members on the CAV's Board of Directors are to provide bridge funding. These amounts would then be reimbursed from the NCF. This requirement was imposed as a condition under section 24 of the *Telecommunications Act* on these TSPs. The Commission retains this section 24 condition that TSPs with members on the CAV's Board of Directors provide bridge funding, which will be reimbursed from the NCF. The continued need for this condition is to be reviewed as part of the review of VRS, three years after VRS becomes operational.

Stakeholder registration

DHH and interpreter stakeholder eligibility

59. According to the Interim Board's proposal, to ensure that a grassroots organization is not prevented from registering as a stakeholder, to qualify as either a DHH or an interpreter stakeholder, organizations must either
- be incorporated under federal or provincial law; or

- have been in existence for a minimum of one year and have a minimum of 20 members. In counting members, an organization can consider its direct members and the collective members of any organization recorded in its membership registry.¹⁰

60. The CHS submitted that nominations to the Board should be permitted to come from individuals as well as organizations.

Commission's analysis and determinations

61. The Commission notes that the proposed By-law allows an organization to count towards eligibility multiple times, that is, as a member of one or more organization(s), and on its own.

62. The Commission considers that the election of Members could be skewed if organizations were permitted to count towards eligibility multiple times. The Commission therefore **directs** the Interim Board to amend all relevant documents to limit an organization to participate only once in the CAV-VRS stakeholder process. For greater clarity, an organization may register and participate in its own right, or it may have its members count as members of one other organization for the purpose of registering that organization as a stakeholder.

63. The Commission also considers that individual viewpoints are adequately captured through organizations. The registration of individuals as stakeholders would render the election process administratively difficult to manage. For example, the registration of individuals would require verification that individuals are not counted multiple times through membership in an organization. The Commission therefore determines that individuals will not be permitted to register as stakeholders in their own right and that the Interim Board's proposal on stakeholder eligibility is to be adopted.

TSP stakeholder eligibility and confidentiality

64. The Interim Board's proposal suggested that, since VRS will be funded by the NCF, only those TSPs that contribute to the NCF should be eligible to register as stakeholders. That is, only TSPs with a direct financial interest in the operations of the CAV would be permitted to select TSP Directors.

65. The Interim Board's draft TSP stakeholder registration form requires TSPs to disclose their NCF contributor status to register as stakeholders. NCF contributor status is generally treated as confidential since it is based on telecommunications operating revenues. Additionally, the registration form indicates that any registered CAV stakeholder, regardless of stakeholder group, may request a list of all registered CAV stakeholders at any time. This would allow any CAV stakeholder to obtain a list of

¹⁰ For example, if organization A has 10 members and is a member of organization B, organization B may count all 10 of organization A's members as its own.

registered TSP stakeholders, which discloses the confidential NCF contributor status of these TSP stakeholders.

66. A request for information set out for comment two alternative processes for TSP stakeholder registration to protect this confidential information.¹¹ Under the option preferred by the Interim Board, the CAV would hire an independent third party to manage the registration of TSP stakeholders and the election process for TSP Members. The TSP stakeholder list would not be disclosed to the Board of Directors of the CAV, CAV stakeholders, or the public. The third party's role would be to ensure that only TSPs that contribute to the NCF register and vote as stakeholders. The Interim Board proposed that, once the CAV has hired an Executive Director, the role of the independent third party should be performed by the Executive Director of the CAV. The Interim Board submitted that this would maintain the integrity and confidentiality required by the TSP stakeholder registration and Member election processes while making efficient use of the CAV's financial resources by limiting administrative expenses.

Commission's analysis and determinations

67. The Commission considers that the amended alternative proposed by the Interim Board would protect the confidential contribution status of each TSP and maintain confidence in the election process and the results of such a process. The Commission determines that any TSP Member (and hence, Director of the CAV) is to be drawn from the group of TSPs that contribute to the NCF, and therefore has a direct interest in ensuring that VRS operations are efficient. The Commission **directs** the CAV to either hire a third party or require its Executive Director to manage the TSP stakeholder registration list and the election process to protect the confidentiality of any TSP's contributor status. The CAV must also ensure that no conflict of interest exists in the management of such a list and process. The Commission **directs** the CAV to make any necessary modifications to its constituting documents to reflect this determination.

Reporting

68. The Interim Board submitted the various dates it believed would be reasonable for the elected Board of the CAV to submit its key documents to the Commission.
69. No parties commented on the documents to be submitted or the proposed deadlines.

Commission's analysis and determinations

70. To ensure that the required modifications are adequately captured in the constituting documents, and for continued monitoring, the Commission requires that the documents in question be submitted as discussed below.

¹¹ 17 October 2014 request for information

Required documentation

71. The Commission **directs** the CAV to file, by **5 February 2015**, executed copies in the official language of its choice, of all constituting documents for the Canadian Administrator of VRS (CAV), Inc., which must include a certificate of incorporation, articles of incorporation, by-laws, and the final version of any stakeholder, Member, or Director agreement. These documents must include all of the modifications required in this decision. Additional modifications are listed in the Appendix to this decision. Additionally, a final copy of these documents must be submitted in the other official language.
72. No funds will be disbursed from the NCF until these documents have been submitted and the Commission is satisfied that they are complete.
73. The Commission also **directs** the CAV to submit the following documents, in English and French, for information:
- by **15 September 2015**:
 - Financial accountability measures
 - Complaint and inquiry mechanisms for the CAV and any VRS provider
 - Privacy and confidentiality standards
 - by **31 December 2015**:
 - Quality of service measures
 - at least **three months before the projected launch of VRS**:
 - Plans for an education and public awareness campaign
74. The Commission reminds the CAV that education and outreach is an important part of the CAV's mandate. The CAV must take a number of steps before VRS is implemented in Canada. The Commission encourages the CAV to engage its various stakeholder groups and share information on its progress throughout the process of implementing VRS.

Annual reporting

75. The Commission **directs** the CAV to file its annual report, in English and French, for information by 30 June each year. This document is to report the previous year's activities, and must include, at a minimum, audited financial statements as well as compliance reports with respect to
- VRS quality of service standards,
 - privacy and confidentiality standards,
 - complaints and inquiries, and
 - financial accountability.

76. Additionally, the Commission **directs** the CAV to file its annual budget, in English and French, for the next year by 31 July each year to provide sufficient time for VRS funding to be incorporated into the contribution collection revenue-percent charge for the following year.

Other issues raised

77. The Commission notes that a number of interveners submitted comments that were either outside the scope of this proceeding, or are to be addressed by the CAV and not the Commission.

78. The Commission encourages the CAV to consider the following issues raised by interveners and to act on them, where appropriate:

- reconsideration of the abbreviated name of the CAV;
- suggested staffing requirements;
- the appropriateness of mandatory cultural sensitivity training for Directors of the CAV;
- promotion of a Canada-centric administrator of VRS;
- appropriate accommodation measures for meetings of Members, Directors, or advisory committees, including a mechanism for participants to report when communication is not adequate;
- installation of public videophones for placing VRS calls; and
- technology, system, and network requirements for VRS.

79. The Commission also notes that the following issues were raised by interveners but are outside the scope of this proceeding:

- wireless data caps and whether or not they are sufficient for VRS,
- the cost of wireless data,
- the appropriateness of introducing a cap on VRS administration costs,
- the appropriateness of competition in VRS, and
- the appropriateness of the \$30-million VRS funding cap.

80. The Commission indicated in the VRS decision that it would review VRS in its entirety three years after the service becomes operational. The Commission considers that it would be appropriate for it to review the matters listed in paragraph 79 above and other matters as part of the VRS review.

Secretary General

Related documents

- *Establishing the structure and mandate of the video relay service administrator*, Telecom Notice of Consultation CRTC 2014-188, 22 April 2014, as amended by Telecom Notices of Consultation CRTC 2014-188-1, 21 May 2014; and 2014-188-2, 22 August 2014
- *Video relay service*, Telecom Regulatory Policy CRTC 2014-187, 22 April 2014
- *Canadian Telecommunications Contribution Consortium Inc. – Revised Procedures for the Operation of the National Contribution Fund, effective 1 May 2014*, Telecom Decision CRTC 2014-180, 16 April 2014
- *Changes to the contribution regime*, Decision CRTC 2000-745, 30 November 2000

Appendix

Additional modifications required

Quoted text is shown in italics for ease of reference. Text in bold is to be added; text that is struck out is to be deleted.

Form 4001 – Articles of Incorporation

Article 7 – Statement regarding the distribution of property remaining on liquidation: text to be added as a safeguard to ensure that relevant funds are returned to the NCF for appropriate distribution to the TSPs that contributed to the NCF.

*Any property remaining on liquidation after the discharge of any liabilities of the Corporation, other than property that has been transferred to the Corporation subject to the condition that it be returned on dissolution of the Corporation, shall be distributed to one or more organizations as may be designated by the Board **and as approved by the CRTC.***

By-law

Section 28(b):

~~after considering the criteria in subsection (a) above, No Independent Director shall be an individual who is, based on a standard that a reasonable person would apply, perceived to have a bias in favour of or against any telecommunications service provider each Independent Director shall not, because of his or her current or previous experience and relationships, including spousal or common law relationships, be perceived to have a bias in favour of or against any TSP stakeholder.~~

Section 59: delete all

Section 61:

The Board has the power to create, amend and repeal policies, rules and regulations with respect to procedural matters affecting the Corporation, provided that such policies, rules and regulations are neither covered in the By-laws nor in contravention of the Act or CRTC determinations.

Section 68:

*~~Where practical, the~~ **The** Board shall ensure that any advisory panel that it constitutes includes the opportunity for the input of perspectives of both ASL and LSQ user communities **as well as other relevant perspectives.***

Section 85:

*Where a Director, Permanent Invitee or officer has, directly or indirectly, **or is employed by an entity that has**, an interest in a material contract or material transaction, whether made or proposed, with the Corporation or otherwise has a conflict of interest, such Director, Permanent Invitee or officer shall: ...*

Section 104 (new):

The By-laws and Articles shall not be altered in such a way that the Corporation does not meet the requirements established by the CRTC. This provision shall not be removed or changed without prior approval of the CRTC.

Section 102:

***Subject to section 104, the** By-laws may be repealed or amended by By-law enacted by an Extraordinary Resolution of the Members at a meeting of the Members duly called for the purpose of considering the said By-law.*

Section 103:

***Subject to section 104, the** Articles may be amended by Articles of Amendment enacted by an Extraordinary Resolution of the Members at a meeting of the Members duly called for the purpose of considering the said Articles of Amendment.*