



Board of Directors Minutes for the Open Meeting Tuesday, April 25, 2023

Present:

Chair:	Susan Fitzgerald
Vice Chair/Treasurer:	Kelly Skrzypek
Secretary:	Greg Hackborn
Directors:	Laura Miedema, Emily Miller, Jenn Tonnies, Brian Konst
Chief Executive Officer:	Jane Angus
Manager of Service Coordination	Alison Hilborn

Guest: Tommy Nagorski (auditor)

Regrets: Elizabeth Abraham, Cindy Landry, Jenna Dierick

1. Call to Order and Welcome Jennifer

Susan Fitzgerald called the meeting to order at 5:31 p.m. Introductions were made and welcomed Auditor Tommy Nagorski from BDO.

2. Land Acknowledgment

Susan read the Land acknowledgment.

3. Agenda – Added Tangible Capital Assets Policy and MCCSS Memo regarding year-end reporting.

Motion: To approve the agenda.
Brian and Greg. **Carried.**

4. Conflict of Interest Declarations

None declared.

5. Auditor

Tommy reviewed the planning information for the audit and noted some changes in auditing standards. The Board confirmed that the audit needs to be completed for the June 27th meeting. The auditors are not aware of any fraud at this time and ask the Board to reach out to BDO if they have any concerns. Tommy asked if the Board was aware of any fraud, and the Board responded 'No' unanimously.

6. Approval of Minutes – March 28, 2023

Motion: To accept the minutes from March 28, 2023.
Kelly and Jenn. **Carried.**

7. Business Arising from Minutes

a) Directors Terms and Executive Succession

As this is Susan's last meeting, Kelly thanked Susan for her commitment and time on the Board.

With Susan leaving, the Board discussed the revision of Officers.

Motion: Effective May 1, 2023, to approve Kelly Skrzypek to be Chair and Treasurer, Greg Hackborn to be Vice Chair, and Laura Miedema to be Secretary.

Brian and Emily. **Carried.**

Directors were asked for their plans to remain on the Board for another year (June 2023 to June 2024). The commitment was stated by: Kelly, Greg, Laura, Brian, Emily, and Jennifer. Jane will connect with Jenna and Elizabeth by email.

A discussion was held on the appointment of Officers at the June 2023 Annual Business meeting, and the nominations made at this meeting are interested in continuing.

b) Annual Board Self-Evaluation –

Six respondents' feedback was reviewed. Susan noted the concern expressed about Board meetings and active participation at meetings – brief discussion on the bylaw regarding attendance of members. It was also noted that the Board should address training for Directors; emails are sent by Jane on training opportunities related to governance.

Action: Jane will be drafting the feedback from the Policy Review Committee on By-Laws and Governance Policies, which will address attendance at meetings.

Action: Jane will add Board Training as an agenda item 2x a year.

8. Executive Reports:

- a. Chair's Report – Email approval was received on April 13, 2023 by 8 directors to approve the payment of \$31,976 to Genesis Community Rehabilitation Inc. for URS respite services in March 2023.

Recommendation: Approve the payment of \$31,976.00 to Genesis Community Rehabilitation Inc. for URS respite services in March 2023.

Carried.

- b. Treasurer's Report – March 28, 2023

Motion: To approve the Treasurer's report as presented.

Greg and Brian. **Carried.**

c. CEO's Report

With Susan retiring, a Board representative is needed on the Staff/Board Communication Strategy Committee – Emily volunteered.

Jane noted continued work with Woodview regarding referrals to Contact Brant for children and youth whose needs go beyond mental health, as our data shows it is negatively impacting our intake numbers.

Motion: To approve CEO's report as presented.
Kelly and Greg. **Carried.**

9. Committee Reports

a. Policy Review Committee

A brief update on By-Laws & Governance Policies was presented. The auditors flagged that we need a Tangible Capital Assets Policy.

Motion: To approve the Tangible Capital Assets Policy as presented:
Brian and Emily – **Carried.**

b. Nominating Committee – Jill Esposto

Motion: To approve Jill Esposto as a Board Member.
Brian and Greg. **Carried.**

10. New Business

a. Strategic Priorities Work Plan 2022-23 Final Report

Motion: To approve the Strategic Priorities as presented:
Kelly and Laura – **Carried.**

b. CEO Job Description -revised

In reviewing Governance Policies, it was identified that the CEO's Job Description was out of date. Kelly and Jane drafted a revision.

Motion: To approve the CEO's Job Description as presented:
Emily and Greg – **Carried.**

11. Correspondence

a. MCCSS Memo

Year-end reporting requirements and the annual reconciliation will be merged, with a due date of July 31, 2023.

12. In-Camera

Motion: To move in-camera at 7:03 p.m.
Kelly and Brian. **Carried.**

13. In-Camera Reports

Motion: To approve the in-camera reports.
Kelly and Emily. **Carried.**

14. Adjournment - Susan adjourned the meeting at 7.50 p.m.

Next Meeting: Tuesday, May 23, 2023, at 5:30 p.m.

Date

Chair's Signature