

THS Board Meeting (#13)

Minutes

Tuesday, May 28, 2019, 6:30 pm
11 River Street, Toronto, Ontario

Present: Malcolm Bernstein, Martin Buckle, Krista Bulmer, Amanda Frank, Cathy Kinloch, Bronwen Morgan, Peter Newell, Emily Pang, Andy Robling, Elaine Wong, Angela Young

By Teleconference: Shelley Austin

Staff: Jacques Messier, CEO, Claudette Turner, Manager, Executive Department, Recording Secretary

Regrets: Kathy McDonald, Dominique Rousselle, Stephen Steele, Chris Wood

Malcolm Bernstein called the meeting to order at 6:30 pm. He thanked the staff and volunteers for a very successful Open House on May 25-26.

1. Regular Business

1.1 THAT the Agenda be approved.

Moved: Krista Bulmer Seconded: Peter Newell **Carried.**

1.2 THAT the Minutes of the meetings of April 30, 2019 and May 10, 2019 be approved.

Moved: Peter Newell Seconded: Elaine Wong **Carried.**

1.3 THAT the renewal memberships from May 1, 2019 through May 28, 2019 and all other timely renewals be approved, in accordance with the Society's by-laws.

Moved: Bronwen Morgan Seconded: Krista Bulmer **Carried.**

2. CEO Report

Jacques Messier reported on the Open House which saw more than 2,500 visitors to the Society over the two day period. Shelter tours were a huge draw, the bake sale was very popular and cash boxes were full. In addition, the Society received hundreds of email addresses from individuals interested in the Society's work.

Jacques provided an update on the OSPCA's decision to no longer enforce animal cruelty legislation in the province. The Solicitor General has brought forward new enforcement legislation scheduled for second reading the following day that would allow affiliates to continue to enforce the OSPCA Act. It will also launch a public consultation process. The Society has offered its assistance to the Government but the parameters of the process are yet to be defined.

With regards THS financials, Jacques commented on the shortfall in budgeted revenue from bequests which are inherently unpredictable. That said, Jacques advised that if bequest income were to remain under budget for a prolonged period of time, a contingency plan has been prepared identifying up to \$1.7 million in expense reductions as required. Jacques also noted that revenue diversification represents the optimum approach to stabilize funding, notably with THS' cost structure.

Jacques outlined the Memoranda of Understanding with the four City (human) shelters that allow animals. The Society is assisting clients at these shelters with advice on animal care matters, and provision of food and veterinary care for their pets if required. While there is no direct revenue to the Society for such a program, our work assisting people and their pets allows THS to pursue fundraising efforts with foundations which are focussed on helping people in the first instance rather than animals. Further, this initiative will serve to engender positive recognition for THS with this clientele and in the broader community. Importantly, such an endeavour is at the core of THS' vision of contributing to a more compassionate society. Jacques advised that Cornerstone is exiting the market for financial systems and therefore ending its business relationship with Deloitte. Jacques has met with Blackbaud which is the primary replacement system on the market. It was suggested that Jacques ask for a standard form of contract that can be reviewed in advance of conducting negotiations with Blackbaud. Peter Newell offered to review a standard form contract.

Jacques advised that April 2019 financials will be available within two weeks.

3. Board Evaluation Survey

Malcolm reported on a 360 degree evaluation of the Board as completed by the Board and senior management. Of 20 respondents, 17 reported that the Board was performing well, and three reported its performance as very well. Malcolm outlined the strengths and opportunities for improvement as identified by respondents, for further consideration.

4. Committee Reports

Annual General Meeting Planning – Claudette Turner reported on the status of the AGM preparations. Claudette noted that the members’ event at the Open House brought in several members and that there was good dialogue at the member – Board director meet and greet. She also advised that everything is on schedule for next week’s AGM.

Audit & Finance Committee - The following motion was proposed:

- 4.1 THAT KPMG be recommended as auditor for the Toronto Humane Society for the 2019 fiscal year.

Moved: Emily Pang

Seconded: Martin Buckle

Carried.

Governance Committee – Malcolm reported that the Committee discussed policy development with Jacques and the distinction between operating and oversight policies. It also agreed with Jacques on select policies for Committee review and subsequent Board approval, some of which are well in hand by management. It was noted that policies themselves should be differentiated from procedures, which are operational. Claudette was asked to forward the list of policies currently in place and Board members were asked to review and provide their feedback to Malcolm. Angela Young kindly agreed to develop a policy framework. Andy Robling suggested that Andrew McLeod, who has generously assisted with Board retreats on a pro bono basis, might also assist with policy development.

Animal Welfare Committee – Bronwen Morgan outlined the framework of the behaviour policy which the AWC has been developing. She reported that the “unsocial” cats working group is making good progress, and has received recommendations from staff on how to help colony caregivers, identify hoarding situations, and others. Bronwen thanked Emily Pang and Angela Young for their suggestion of a calendar for review of policies.

Advocacy Committee – Martin Buckle reviewed the status of five pieces of animal welfare legislation currently before the House of Commons. Some of these bills have taken months and years to get to this point, and will die if not passed before prorogation of Parliament early this summer. Jacques and Martin will discuss how best to proceed.

5. Other Business

Malcolm expressed the Board’s appreciation to retiring Board members Andy Robling, Amanda Frank and Cathy Kinloch for their excellent work on the Board, their dedication to the animals, and commitment to the Society.

6. In-camera

The Board moved in camera at 8:15 and rose at 8: 30.

7. Next Meetings

Tuesday, June 11, 2019, 6:30 pm

Tuesday, June 25, 2019, 6:30 pm

8. Adjournment

8.1 THAT the meeting be adjourned 8:30 pm.

Moved: Bronwen Morgan

Seconded: Andy Robling

Carried.

Malcolm Bernstein, Chair

Stephen Steele, Secretary-Treasurer

7/15/19

Date

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Date