

THS Board Meeting (#12)

Minutes

Tuesday, August 20, 2020, 5:30 pm

By Teleconference

Present: Shelley Austin, Malcolm Bernstein, David Bronskill, Martin Buckle, Krista Bulmer, Mark Dilworth, Kathy McDonald, Bronwen Morgan, Dominique Rousselle, Stephen Steele, Angela Young

Regrets: Peter Newell, Emily Pang, Elaine Wong, Chris Wood

Staff: Jacques Messier, CEO; Tegan Buckingham, Director, Integrated Marketing and Development, Claudette Turner, Manager, Executive Department (Recording Secretary)

Special Guests: John Wilkinson, WeirFoulds

Malcolm Bernstein called the meeting to order at 5:30 pm.

1. Regular Business

- 1.1 THAT the Agenda be approved as amended on consensus.
- 1.2 THAT the Minutes of the June 30, 2020 meeting be approved as amended.

Moved: Krista Bulmer

Seconded: Martin Buckle

Carried.

2. AGM Plan

Krista Bulmer introduced John Wilkinson, the Society's legal counsel, to outline options and risks concerning the Annual General Meeting in the current COVID 19 pandemic.

John Wilkinson noted that the audited financial statements for 2019 are posted on the Society's website, providing transparency to members, despite the delay in holding the AGM. The Board discussed the health risks involved in holding the AGM in-person given the Covid-19 pandemic and the presumption that a second wave of Covid-19 is anticipated in the fall. Furthermore, the facility where the THS AGM has been held in past years has closed its meeting rooms until 2021. This appears to also

be the case with similar facilities. Notwithstanding our preference for an in-person AGM, the Board agreed there is no safe option other than to hold it virtually this year.

Krista Bulmer advised the Board that options for virtual AGMs were researched and explored. The committee felt that a fully hosted platform would be extremely beneficial given this is the first virtual AGM undertaken by THS. There are few virtual platforms that offer fully managed AGM services. Getquorum.com responded to the committee's inquiries and its services are robust and pricing seems competitive. They had no availability to host the AGM prior to December 9, 2020. Members will be asked to pass a condonation motion, permitting the AGM to proceed virtually on December 9, 2020. Members will also be asked to approve a by-law amendment permitting Members meetings, including future AGMs, to be held electronically. A virtual "Town Hall", which will include dial-in capabilities, will be held approximately two weeks in advance of the AGM for members to have the opportunity to speak with the Board and candidates.

2.1 THAT the Toronto Humane Society's Annual General Meeting be held virtually, facilitated by GetQuorum, on December 9, 2020.

Moved: Krista Bulmer

Seconded: Bronwen Morgan

Carried.

3. *Ramp Communications Inc.*

In response to the Board's feedback, Ramp Communications will be redeveloping parts of its proposal for the Board's consideration later in the fall. The Board thanked Tegan Buckingham for her succinct report.

4. *CEO Report*

Jacques Messier reported that he was currently revising cash flow projections to reflect increased bequest income. Expenses are both below budget and below last year's actual expenses. While income from corporations is below budget, the number of monthly donors is increasing. Income from operations has also been curtailed by the pandemic. Jacques indicated that the Society is doing well in the circumstances, and is still on track with the pre-pandemic budget.

Jacques indicated that the Society's main concern in the current environment is to maintain a safe environment for all of its stakeholders. More services are being reopened or expanded and protocols and procedures have been implemented. There has been an outstanding response from potential foster caregivers. Jacques expressed his gratitude to the team for their excellent work.

Stephen Steele, on behalf of the Audit & Finance Committee indicated that the Society is doing better than expected in the circumstances, and congratulated Jacques and his team for their successful management during these difficult times.

5. Committee Reports

Governance/Executive Committee – Malcolm advised that meetings were held in July and August and that minutes were sent to the Board. Jacques was sent a report on the deliberations.

Animal Welfare Committee – Angela Young indicated that the Committee would be meeting on September 2.

Audit & Finance Committee – Stephen Steele reported that the Audit & Finance Committee met on August 17. Cash flow forecast will be extended into the first part of 2021. Staff are working on the 2021 budget. The Committee also noted that it would be helpful to have analytical support for future business opportunities.

Stephen requested a motion that the staffing approved by the Board during the pandemic now be managed by the CEO.

- 5.1 THAT the staffing component be delegated to the CEO to manage and report to the Board with regard to decisions taken.

Moved: Stephen Steele

Seconded: Martin Buckle

Carried.

Volunteer Committee – Martin Buckle noted that the Volunteer Committee met on August 19. A preliminary report on results of the volunteer survey were presented. Key findings will be brought to the Board. A foster survey will be distributed with regard to their involvement in the adoption process.

Advocacy Committee – Martin Buckle advised that the Advocacy Committee will be meeting on September 2. He noted that the Committee will discuss a new strategy covering the next two years, and welcomed input from the Board. While Parliament is prorogued, there will be no forward movement on federal animal welfare issues.

AGM Task Force - Discussion about the Board-recommended slate for the 2020 AGM was the last order of business for discussion and, as he was up for re-election at the 2020 AGM, Martin Buckle left the meeting. Krista Bulmer described the Nominating Committee's selection process for Board candidates and their recommendations to receive the Board's endorsement.

5.2 THAT the following candidates be endorsed by the Board: Martin Buckle, Emily Pang, Nicholas Kanhai, Josh Shanahan, Yussef Hafez and Charissa Lai, for presentation to the 2020 Annual General Meeting.

Moved: Krista Bulmer

Seconded: Shelley Austin

Carried.

The Board thanked the Nominating Committee for their work on the Board's behalf.

6. *Next Meeting*

Tuesday, September 29, 2020, 6:30 pm.

7. *In-camera*

The Board moved *in camera* at 6:45 pm and rose at 7:20 pm.

8. *Adjournment*

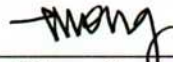
The meeting adjourned at 7:20 pm.



Malcolm Bernstein, Chair

Nov 20/20

Date



Elaine Wong, Secretary

NOV 20th 2020

Date