

THS Board Meeting (#10)

Minutes

Tuesday, June 28, 2022, 6:00 pm
By Teleconference

Present: Malcolm Bernstein, David Bronskill, Martin Buckle, Krista Bulmer, Damian Creber, Mark Dilworth, Yusef Hafez, Nicholas Kanhai, Charissa Lai, Kathy McDonald, Peter Newell, Josh Shanahan, Angela Young

Regrets: Bronwen Morgan, Nabila Tisha

Staff: Jacques Messier, CEO, Phil Nichols, COO, Carol Boulding, Director, People & Culture, Tousmo Abi-Djama, Administrative Assistant, Claudette Turner, Recording Secretary

Martin Buckle called the meeting to order at 6:05 pm.

1. Regular Business

1.1 THAT the Agenda be approved as amended.

Moved: Martin Buckle Seconded: Peter Newell ...

Carried.

1.2 THAT the Minutes of the April 26, 2022 and May 31, 2022 meetings be approved.

Moved: Martin Buckle Seconded: Peter Newell ...

Carried.

1.3 THAT the new memberships from June 1, 2022 through June 14, 2022, and all timely renewal memberships be approved.

Moved: Krista Bulmer Seconded: Martin Buckle

... Carried.

Martin Buckle kindly volunteered to call the new members after confirmation that their memberships were received prior to the AGM deadline of June 14, 2022.

1.4 The Board discussed including action items arising from the minutes and asked Jacques Messier to arrange for these to be sent to the Board as soon as practical after a Board meeting. The list of action items will be attached to the minutes as an unofficial addendum.

2. Adoption Policy

Phil Nichols reviewed the proposed updated Adoption Policy and requested the Board's approval.

2.1 THAT the proposed Adoption Policy be approved as amended.

Moved: Angela Young Seconded: Martin Buckle ...

Carried.

3. Diversity, Equity and Inclusion (DEI) Update

Carol Boulding updated the Board on Phase 3 of the Society's DEI program, creating a DEI strategy. The Board felt that great progress is being made on the program and provided its endorsement. The Board thanked Carol and her team for their excellent work on the DEI program.

4. Annual General Meeting (AGM)

The Board discussed the status of AGM preparations. Krista noted that there were five candidates running for the five available seats on the Board.

The following motions were proposed:

4.1 THAT the Notice/Agenda and Form of Proxy be approved as presented, subject to any technical/stylistic changes.

4.2 WHEREAS it is considered desirable to amend the current By-Law of the Corporation (the “By-Law”) to reflect such amendments as have been presented to the Directors, which amendments reflect changes related to the Ontario Not-for-Profit Corporations Act, 2010 (the “Act”) and ancillary amendments;

AND WHEREAS it is considered desirable to amend the articles of the Corporation (the “Articles”) by way of filing Articles of Amendment to reflect the membership of Corporation in the Articles in accordance with the Act;

AND WHEREAS it is appropriate to submit to the members of the Corporation the proposed By-Law amendments and the proposal to amend the Articles as aforesaid;

NOW THEREFORE BE IT RESOLVED THAT:

1. The submission to the Corporation’s members of the proposed By-Law amendments and the proposal to file Articles of Amendment as aforesaid, is hereby approved.
2. The submission of such Articles of Amendment as are approved by the Corporation’s members to the Ontario Ministry of Government and Consumer Services, is hereby approved.
3. Any one of the directors and officers of the Corporation is authorized to take all such actions and execute and deliver all such other documentation which are necessary or desirable for the implementation of the above resolutions

Moved: Krista Bulmer

Seconded: Martin Buckle

... Carried.

5. 2021 Audited Financial Statements

Charissa Lai reviewed the audited financial statements and asked for the following motion:

5.1 THAT the 2021 Audited Financial Statements be recommended to the members at the 2021 Annual General Meeting.

Moved: Charissa Lai

Seconded: Martin Buckle

... **Carried.**

6. CEO Report

Jacques reviewed the Society's financial position. Total revenues to date are less than budget, but as expenses are also under budget, the Society's financial position is favourable.

He noted that COVID restrictions are easing in the shelter, but mask requirements will continue for now, and further changes may be announced in the coming weeks.

Intake, adoptions, vaccinations and spay/neuter public veterinary services are all up substantially from last year. The Board discussed whether there has been an increase in adoption returns as pet guardians return to work. While the Society has not seen such an increase in adoption returns, Jacques will be speaking with other humane societies on a Humane Canada conference call and will get their feedback and advise the Board.

Jacques responded to a query about the Society's input into the City's animal by-laws. He noted that the Society has provided recommendations, including support for feral cats, and developing a positive list of permitted animals.

He reported on a fire marshall inspection which indicated that some changes are required in the underground garage. The Society is working with the Fire Marshall's office to implement the changes.

Jacques stays focussed on attracting and retaining staff, reopening of services, increasing fundraising, and reducing expenses.

7. Committee Reports

Governance – The Committee has been working on numerous AGM documents. Enhancing communication between Committee chairs was flagged for further development. An annual plan will be re-established for next term.

Nominations – Yussef Hafez reported on the nomination process. Krista Bulmer, Bronwen Morgan and Yussef met with the candidates. Yussef noted that a Board meeting would need to be held shortly after the AGM to elect officers, and that a document outlining the responsibilities of each role would be useful. He will begin work on the document in alignment with the Society’s by-laws.

Audit & Finance – Charissa Lai reported on a meeting with the Society’s investment advisor. The Investment Policy has been updated. The Society’s asset base remains in place.

Animal Welfare – Angela Young reported that the AWC subcommittee consisting of Krista Bulmer, Bronwen Morgan and herself are continuing their analysis of strategic issues in conjunction with the Society’s strategic plan.

Development – Josh Shanahan advised that the Committee will be meeting next month and reminded the Board of the upcoming Paws in the Park event.

8. *In Camera*

The Board moved in camera at 7:00 pm and rose at 7:20 pm.

9. *Next Meeting*

To Be Confirmed.

10. *Adjournment*

The meeting adjourned at 7:20 pm.

Martin Buckle, Chair

Peter Newell, Secretary

Date

Date