

THS Board Meeting (#7) Minutes

Tuesday, March 29, 2022, 6:00 pm
By Teleconference

Present: Malcolm Bernstein, David Bronskill, Martin Buckle, Krista Bulmer, Damian Creber, Mark Dilworth, Yussef Hafez, Nicholas Kanhai, Charissa Lai, Bronwen Morgan, Peter Newell, Nabila Tisha, Angela Young

Regrets: Kathy McDonald, Josh Shanahan

Staff: Jacques Messier, CEO; Phil Nichols, COO; 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.

Moved: Martin Buckle Seconded: Bronwen Morgan **... Carried.**

1.2 THAT the Minutes of the February 22, 2022 meeting be approved.

Moved: Martin Buckle Seconded: Krista Bulmer **... Carried.**

1.3 THAT the memberships from February 23, 2022 through March 29, 2022 and all timely renewal memberships be approved.

Moved: Martin Buckle Seconded: Bronwen Morgan **... Carried.**

Martin Buckle kindly volunteered to call the new members.

2. Animal Welfare Risk Management

On behalf of the Animal Welfare Committee, Phil Nichols shared with the Board the Animal Welfare Risk Management (AWRM) journey, the purpose of which was to assess risks of Toronto Humane Society programs and services that impact the Society's ability to deliver on its mission to Improve the Lives of Animals. He reviewed the background information and methodologies, as well as the work plan and outcome. This project was developed in conjunction with the Animal Welfare Work Plan, management and the Animal Welfare Committee. Phil described the AWRM's guiding principles, proposed roles and responsibilities of stakeholders, impact categories, and demonstrated the AWRM Risk Register template. It is anticipated that the AWRM will be reviewed and updated annually. Phil expressed his appreciation to Angela Young for her invaluable assistance.

Phil responded to the Board's questions.

The Board thanked Phil, Angela, the Animal Welfare Committee and the staff who were involved in developing this model.

3. Annual General Meeting (AGM)

Krista Bulmer reported on a meeting with GetQuorum and noted that everything is on track for the AGM. The Board discussed this year's AGM and the following motion was proposed:

3.1 THAT Yussef Hafez be appointed Chair of the Nominating Committee.

Moved: Martin Buckle Seconded: Malcolm Bernstein **... Carried.**

Eligible Board members whose terms are expiring this year were encouraged to let Martin Buckle and Yussef Hafez know whether they intend to run for another term.

The Board discussed the AGM steering committee, and Nicholas Kanhai was recommended as Chair. Other members of the committee will include the President, Chair, Treasurer and other interested Board members who are not running for re-election. Tegan Buckingham will be the staff liaison.

3.2 THAT Nicholas Kanhai be appointed Chair of the AGM Steering Committee.

Moved: Martin Buckle Seconded: Damian Creber **... Carried.**

3.3 THAT Ian Wintrip be appointed the scrutineer of paper proxies.

Moved: Martin Buckle

Seconded: Peter Newell ... **Carried.**

Peter Newell provided an update on the new Ontario Not-for-Profit Corporations Act (ONCA). Jacques noted that the Society's legal counsel, John Wilkinson, would be providing his thoughts in mid-April as to whether any by-law changes would be required this year to comply with ONCA.

4. CEO Report

Jacques Messier reported that Covid-19 continues to be a factor in the Society's operations and that diligent monitoring is still taking place.

The staff engagement survey has been sent out and results will be reported to the Board in an upcoming meeting.

He advised the Board of a partnership with Seneca College to provide internships to RVT candidates, which will provide them with hands-on experience and Toronto Humane Society with additional assistance.

Jacques provided an update on the Society's financial position. He noted that the Society is in a better financial position now than it was two years ago when the pandemic began.

Jacques advised that he and Phil had been invited to sit on an advisory board for PetSmart Charities.

5. Committee Reports

Governance – Yussef Hafez introduced proposed terms of reference for an HR subcommittee. The Board discussed various aspects of the proposed terms of reference. Jacques and Carol Boulding will discuss and provide comments. Malcolm Bernstein developed a matrix that can also be integrated into the terms of reference. Martin will share with Yussef some ideas for this committee that had

been developed by Emily Pang. Carol Boulding will be invited to the next HR subcommittee meeting.

Animal Welfare – Bronwen Morgan noted three key items for the AWC. The former Barn Cat policy, now called Alternative Placements policy, will be available for the next Board meeting. Bronwen thanked Dr. Jackie Ellis for her great work on this policy. The second item was the Euthanasia policy. As this is a controversial policy, Phil Nichols will meet with Drs. Ward, Ellis and Jacobson to develop guiding principles for the policy. Bronwen, on behalf of the Committee, will solicit input from Phil, Josh Shanahan and Angela Young. The revised policy will then be brought to the Board for approval. Bronwen noted that the April 6th AWC meeting is being cancelled as it is not productive to hold the meeting at this time.

Audit & Finance – Charissa Lai advised that she had received the investments report from RBC and that the Society had experienced a good year. She noted that the audit dates had been finalized and that KPMG would attend the April Audit & Finance Committee meeting with preliminary results. Charissa noted that the RBC investment account had been updated.

Development – In Josh Shanahan’s absence, Martin reported that the Development Committee needed to reschedule its meeting and will be meeting later this week to review fundraising progress against the 2025 Strategic Plan.

6. Next Meeting

Tuesday, April 26, 2022, 6:00 pm

7. In-camera

The Board moved in-camera at 7:25 pm and rose at 7:30 pm.

8. Adjournment

The meeting adjourned at 7:30 pm.

Martin Buckle, Chair

Date

Nicholas Kanhai, Secretary

Date