

# THS Board Meeting (#10)

## Minutes

Tuesday, June 24, 2025, 6:00 pm  
By Teleconference

Present: Julie Barac, Alexandra Bratton, David Bronskill, Damian Creber, Mark Dilworth, Liz Everett, Charissa Lai, Adrienne Macdonald, Alexandre Rochtchine, Josh Shanahan, Marcie Somers, Nabila Tisha, Roxanne Yanofsky

Staff: Phil Nichols, CEO; Abu Nana, Director of Finance; Claudette Turner, Recording Secretary

Regrets: Gary Milakovic

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Adrienne Macdonald called the meeting to order at 6:02 pm.

### ***1. Regular Business***

1.1 THAT the Agenda be approved.

MOVED: Josh Shanahan      Seconded: Liz Everett      **... Carried.**

1.2 THAT the Minutes of the May 27, 2025 Board meeting be approved as amended.

MOVED: Liz Everett      Seconded: Alexandra Bratton      **... Carried.**

1.3 THAT the new memberships and all timely renewals be approved.

MOVED: Roxanne Yanofsky      Seconded: Liz Everett      **... Carried.**

The Board thanked Roxanne for continuing to call new members.

## ***2. Financial Update***

**Monthly Financial Statements** – Abu Nana reviewed the May financial statements. Most income streams are on track, and bequests have been coming in well. In June, there have been service closures related to the heat wave and Public Veterinary Services, and this will impact the revenue for this month.

**Line of Credit with Bank of Montreal** – The Board discussed the terms of a draft resolution for a line of credit. A black-lined copy of the resolution amendments will be circulated by email to the Board for review and signature after the Director of Finance speaks with Bank of Montreal.

## ***3. CEO Update***

Phil Nichols reported that the Society's air conditioning system is being repaired.

**Imagine Canada** – A master terms of reference document for Committees is being developed so that the terms of reference are standardized across committees, with the mandate and duties of each committee specified in the committee's individual terms of reference. The Board will review the terms of reference once they are complete.

**Risk Register Review** – Phil provided the annual overview of the organizational risks monitored by the Society under its approved Enterprise Risk Management (ERM) framework. It fulfills governance expectations for formal Board-level review and documents identified risks, existing controls, and mitigation activities across defined ERM categories. Phil reviewed the Risk Register Summary by risk area and summarized the key risks for Board awareness. He reported on the mitigation efforts taken and register updates so far this year.

Phil also outlined how risks documented in the 2025 Risk Register intersect with the successful implementation of the Society's 2025-2030 Strategic Plan. He highlighted not only operational risk, but the broader reputational and strategic exposure introduced by the Society's evolving mission, public posture, and delivery model. He reviewed the risk implications of mission transformation in a strategic context and made recommendations for enhancement of strategic risk monitoring.

## ***4. Annual General Meeting (AGM)***

Phil Nichols reviewed the draft AGM mailing package.

4.1 THAT the Form of Proxy be approved.

MOVED: Adrienne Macdonald      Seconded: Josh Shanahan      ... **Carried.**

4.2 THAT the AGM mailing package be approved as amended, and the final be circulated by the CEO to the Board once the requested changes have been made.

MOVED: Josh Shanahan

Seconded: Roxanne Yanofsky

... **Carried.**

## ***5. Committee Reports***

**Animal Welfare** – Liz Everett reported that the Committee had met. She noted that briefing memos received are a testament to the team.

**Audit & Finance** – Damian Creber advised that Committee matters were discussed earlier in the meeting.

**Development** – Nabila Tisha updated the Board on Fundraising programs. Paws in the Park will take place on August 16, and the Humane Open on September 25. Nabila and Alex Rochtchine strongly encouraged Board participation in these events. Alex reported that the golf tournament is getting good exposure. Tax receipts will be issued as permitted by Revenue Canada.

**Facilities** – The Committee had no updates at this time.

**Governance** – Adrienne Macdonald advised that Governance Committee matters were discussed earlier in the meeting.

**HR Committee** – Julie Barac advised that the Committee had no updates at this time.

## ***6. Other Business***

There was no other business.

## ***7. Next Meeting***

Tuesday, July 29, 2025, 6:00 pm

## ***8. Adjournment***

The meeting adjourned at 7:23 pm.