

# THS Board Meeting (#2) Minutes

Tuesday, September 30, 2025, 6:00 pm  
By Teleconference

Present: Julie Barac, Alexandra Bratton, Emily Cornelius, Damian Creber, Liz Everett, Rodney Gill, Vivien Glencross, Adrienne Macdonald, Gary Milakovic, Alexandre Rochtchine, Josh Shanahan, Marcie Somers, Roxanne Yanofsky

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

Regrets: Charissa Lai, Nabila Tisha

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Adrienne Macdonald called the meeting to order at 6:04 pm. She welcomed new Board members Emily Cornelius, Rodney Gill and Vivien Glencross.

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

1.1 THAT the Agenda be approved.

MOVED: Alexandra Bratton Seconded: Emily Cornelius ... Carried.

1.2 THAT the Minutes of the July 29, 2025 Board meeting be approved.

MOVED: Gary Milakovic Seconded: Roxanne Yanofsky ... Carried.

## ***2. Conflicts of Interest***

Phil Nichols provided an overview of what constitutes a conflict of interest for a Board member and how conflicts of interest are handled. No conflicts were declared for this Board meeting.

### ***3. Financial Update***

**Monthly Financial Statements** – Abu Nana reviewed the monthly financial statements for July and August. July results were positive overall, with revenue exceeding budget. Expenses were above budget. August results were favourable overall, with revenue well ahead of budget due to additional revenue from Planned Giving, and expenses for the most part remained on par with budget.

Work has begun on the expansion site, and the clinic is scheduled to open by year-end.

The Board discussed the impact of the current postal strike on the calendar and holiday mailings.

### ***4. CEO Update***

**Review of Directors & Officers Insurance Coverage** – Phil reviewed the Society's D&O insurance coverage which is coming up for renewal in January, 2026. The annual coverage review re-evaluates the Risk Profile, considers the adequacy of Coverage and Policy Limits, and reviews Claims and Losses for effective risk management and a proactive renewal process. The upcoming policy will cover a three-year period. Phil will send Rodney Gill a copy of the policy.

**Mission Impact Q2** – Phil reported that the second quarter continued momentum and growing alignment with the early-stage implementation and approval of the new strategic plan. The focus remains on expanding capacity through systems, people, and partnerships, anchored in measurable mission delivery and evolving standards of care.

**Imagine Canada** – Work is continuing (which will not hold up our application) and further discussion will take place at the Governance Committee.

### ***5. Governance Discussion***

Adrienne advised that Charissa Lai is leaving the Board. On behalf of the Board, Adrienne thanked Charissa for her extensive service to the Toronto Humane Society Board.

Other Governance matters were deferred to the In Camera portion of the meeting.

## ***6. Committee Reports***

**Animal Welfare** – Liz Everett advised that the Committee met in August and reviewed a position statement will be up for endorsement in the coming months before going to the Board for approval. The Committee also reviewed several briefing memos, and staff provided the Committee with updates on Q2 Animal Sheltering and Community Animal Welfare.

**Audit & Finance** – The Committee has met. Abu will send meeting invitations to Committee members for upcoming meetings. Work on the budget has begun. It was suggested that a retreat or other type of in-person meeting be held to discuss the budget.

**Development** – Alex Rochtchine reported that the golf tournament went very well. Phil noted that there was a significant increase in corporate engagement and that he will be following up to express the Society's appreciation.

**Facilities** – Meeting invitations were sent out for tomorrow's Committee meeting.

**Governance** – Meeting invitations were sent to Committee members. Adrienne advised that the Code of Conduct is being updated and that other documents for Board members will be sent to them for signature.

Gary Milakovic kindly offered to assist new Board members with their biographies that will appear on the Society's website.

## ***7. Other Business***

There was no other business.

## ***8. Next Meeting***

Tuesday, October 28, 2025, 6:00 pm

## ***9. In Camera***

The Board moved in camera at 6:49 pm and rose at 7:13 pm.

## ***10. Adjournment***

The meeting adjourned at 7:13 pm.