

THS Board Summit Minutes

Saturday, February 7, 2026, 9am

WeirFoulds LLP, 4100-66 Wellington St W, Toronto, ON, M5K1A1

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

Staff: Phil Nichols, CEO; Abu Nana, Director, Finance; Karen Ward, Chief Veterinary Officer; Jennifer Gray, Chief, Development Officer; Alice Murray, Coordinator, Planned Giving (Recording Secretary)

Regrets:

Adrienne Macdonald called the meeting to order at 9:20am.

1. Regular Business

1.1 THAT the Agenda be approved.

MOVED: Josh Shanahan

Seconded: Liz Everett

... **Carried.**

2. Conflicts of Interest

No conflicts were declared.

3. Governance Review & Evolution

i. Overview – Phil Nichols reviewed the long history of the Toronto Humane Society, highlighting how the organization has adapted and continues to evolve to meet the changing needs of animals and their caregivers.

Adrienne Macdonald reviewed the agenda. It was noted that some of the changes introduced today constitute policy updates that take effect immediately, while others involve bylaws that must be brought forward to the membership for approval.

ii. General Approach – A general discussion was held regarding the implementation of the proposed changes. Phil Nichols highlighted the distinction between making targeted, surgical

amendments to the bylaws versus undertaking a full overhaul. Josh Shanahan noted that, with the increased use of virtual meetings, the need for an executive committee has been significantly reduced.

iii. Board Framework & Structure

a. Officers of the Society

3. iii. a. MOTION to amend the complement of officers of the society and to specifically create the roles of chair and vice chair while eliminating the current roles of officers of the society.

MOVED: Rodney Gill Seconded: Julie Barac ... **Carried.**

b. Executive Committee

3. iii. b. MOTION to eliminate the executive committee from all references in the bylaws

MOVED: Rodney Gill Seconded: Nabila Tisha ... **Carried.**

c. Term Limits

3. iii. c. MOTION to give authority to draft bylaws to increase the term limits to nine years for board members to be presented to the governance committee along with corresponding recommended or ratified policy changes to support the same.

MOVED: Rodney Gill Seconded: Julie Barac ... **Carried.**

d. Director Recruitment & Nominations – A general discussion was held regarding broadening the existing skills matrix to better reflect the standards expected of directors, including the requirement for criminal background checks. Phil Nichols will consult with WeirFoulds and then report back to the Governance Committee, which will in turn report to the Board.

iv. Governance Practices

a. Meeting Focus & Frequency

Proposal - Meeting Effectiveness and Frequency - 2026-01-23

3. iv. a. Motion to amend THS governance practice in policy to reflect what has been presented at this meeting and in this proposal with regards to meeting effectiveness and frequency.

MOVED: Rodney Gill

Seconded: Gary Milakovic

... **Carried.**

4. Global Terms of Reference

i. Global Terms of Reference Review

Proposal - Global Terms of Reference - Toronto Humane Society - 2025-12-05

A general discussion was held regarding the number of committees a Board member is expected to serve on, as well as the roles of chair and vice chair. The Governance Committee will review these matters and bring proposed changes to the next Board meeting.

5. Board Evaluation Practices

i. Board Performance Evaluation

PROPOSAL - 5. - Proposal - Board Evaluation Program - 2026-01-30

5. i. Motion to pass the board performance evaluation process that's been tabled to the board today.

MOVED: Rodney Gill

Seconded: Julie Barac

... **Carried.**

ii. 360 Director Evaluation A general discussion was held regarding the proposed 360 Director Evaluation process. The Board declined the approach, noting that this is not a common practice in other organizations, particularly those with volunteer boards.

8. Close (Adjournment)

8. Motion to adjourn the meeting at 1:12pm.

MOVED: Rodney Gill

Seconded: Josh Shanahan

... **Carried.**