



**CMHA/PEEL BRANCH
Board Meeting Minutes**

**March 27th, 2012
6:15 P.M.**

7700 Hurontario

Present: Frank van Nie, Chair
Nancy Bratkovic (Acting CEO)
Janine Elias Jookema
Hanzla Tariq
Ron Dabor
Jack Kamrad
Mark Howarth
Jeanette Schepp
Karine Morin
Helen Gemmell
Bertha Jacov, Recorder

Regrets: Sandy Milakovic

1. Call to Order/Check-In

The Chair, Frank van Nie, called the meeting to order at 6:31 p.m.

2. Board Education:

N/A

3. Approval of Agenda

MOTION: 1.3.27.12

On the motion duly moved by Jeanette Schepp and seconded by Hanzla Tariq.

IT WAS RESOLVED THAT: the Agenda be approved with the following changes/additions:

- 6.1 Action Items Review**
- 6.6 Accreditation Agreement Approval**
- 6.7 Recruitment of Finance Manager**
- 6.8 50th Anniversary Events**
- 6.9 Succession Planning Task Group & 6.2 CEO
Performance Appraisal – to be discussed in camera at
end of meeting**
- 10.1 Youth Net Interim Report Approval**

And removal of: 6.2 Retirement Incentive

4. Declaration re: Conflict of Interest

None

5. Approval of Minutes

(Feb 28th, 2012 Board Meeting Minutes)

[**Note:** Jan 24th, 2012 minutes motion: 2.1.24.12 to be changed from “Dec 6th, 2011 Board meeting were approved”, to “Dec 6th 2011 Board meeting be approved” as agreed at February meeting.]

MOTION: 2.3.27.12

On the motion duly moved by Hanzla Tariq and seconded by Jack Kamrad.

IT WAS RESOLVED THAT: the minutes of the Feb 28th, 2012 Board meeting were approved with the following revisions:

Pg 4 – Second last paragraph remove second “the”.

Pg 5 – 6.1.2 CEO Succession Planning to read “held in camera” instead of “to be held in camera”

6.13 – Audit Costs 2011/2012

Accreditation recommendations:

To be changed to the following:

Step 1: Lawyer is approving wording for delegation of remuneration from the membership to the board at the AGM.

Step 2 – Remove “auditors”.

Carried.

6. Board Means

6.1 Action Items Review

Action items were reviewed, clarified and updated.

10.11.19 - Initiate inaugural meeting of Ownership Linkage Committee – Should have been on the list attached to the minutes. Is now complete.

02.12.5 Forward audit cost 2011/2012 motion to the auditors. “Auditors” to be changed to “Accreditors”. Is now complete.

Missing action item from the Audit Committee Report at the February meeting “the CEO to get back to the Board with the cost of a third party whistle blower service”.

6.2 CEO Performance Appraisal

Held in camera at the end of the meeting.

6.3 Governance Committee

1. **By-Law changes** – Board agreed with legal counsel recommendation not to make any changes to the By-Laws at this time.
2. **Accreditation – Remuneration of External Auditor**

MOTION: 3.3.27.12

On the motion duly moved Janine Elias Joukema by and seconded by Keith Ward.

IT WAS RESOLVED THAT: the Board approve the remuneration of the external auditor be dealt with at each Annual General Meeting either by asking for approval of the maximum amount for such remuneration or by delegating responsibility to the Board.

Carried.

Note: For the above motion 3.3.27.12 “As required by the Ontario’s Corporations Act”.

3. **Values** - In Feb the board decided to shorten and refine the list of values. Ralph Beslin was asked for a proposal without holding a Spring Retreat this year. He recommended that the work be expanded to develop organization rather than just Board values. The Governance Committee supports the proposal. The Board agreed.
4. **EL#2g – Communication and Support to the Board**

MOTION: 4.3.27.12

On the motion duly moved Ron Dabor by and seconded by Gilles Paquette.

IT WAS RESOLVED THAT: the Board approve the revised EL#2g – Communication and Support to the Board as presented.

Carried.

5. **Anti-Discrimination Policy** – The accreditors asked the organization to have a more clear Anti-Discrimination Policy. The board asked the Governance Committee to review GP#2c. The Committee reviewed and noted that section #10 already refers to “any and all applicable policies....including....freedom from discrimination policies”. The Committee feels that no further action needs to be taken. The Board agreed.

6. Termination Policy

MOTION: 5.3.27.12

On the motion duly moved Janine Elias Joukema by and seconded by Karine Morin.

IT WAS RESOLVED THAT: the Board approve the revised EL#2b Treatment of Staff as presented and that such policy shall include guidelines for compensation for all forms of termination.

Carried.

6.4 Nominating and Board Development Committee

The Vice-Chair thanked board members for completing the matrix. Nominating Committee decided to send out the board recruitment advertisement in mid-March. This year there will be 4 open positions. There is some talk to recruit mature youth. Also suggested to get more representation from Caledon and Mississauga.

Recommended to rework the Matrix and define categories ex: areas of expertise and add other categories.

Suggested to recruit candidates with connections to MP's, MPP's and with political influence.

Looking for a lawyer with expertise in Corporate Law due to the Corporations Act changes.

Vice Chair asked for feedback and if board had other ideas for potential ad placement to get qualified recruits.

Majority of ad placement has been in community services. In future, ad to be placed in broader places such as professional associations ex: Institute of Corporate Directors (ICD).

6.5 Communication and Support

United Way

Frank and Helen attended a United Way meeting on Mar 26th. The United Way fundraising fell short this year. They will be going into their reserves to keep the funding at the same level for this year. There will be no increases this year.

United Way is going through rebranding – assessing who they are and what their purpose is in the community vs other charities and other organizations. National is looking at it as well and Peel is looking at their own positioning within that.

People want to see where their money is going and are not identifying with United Way as they used to. There is some challenge with how society views charitable giving.

They are also looking at who they fund. United Way of Peel is opening up their application process. As a result, some organizations may lose funding and others may gain funding. This puts some of our

funding at risk. They will be aligning the agencies they fund with their rebranding.

Key issues identified in Peel:

1. Violence
2. Poverty
3. Mental Health
4. Social Inclusion

6.6 Approval of Accreditation Agreement

<p>MOTION: 6.3.27.12</p> <p style="text-align: center;">On the motion duly moved Keith Ward by and seconded by Janine Elias Joukema.</p> <p style="text-align: center;">IT WAS RESOLVED THAT: the Board approve the agreement to seek and maintain accreditation with Canadian Centre for Accreditation (CCA).</p> <p style="text-align: center;">Carried.</p>
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6.7 Recruitment of Finance Manager

<p>MOTION: 7.3.27.12</p> <p style="text-align: center;">On the motion duly moved Keith Ward by and seconded by Ron Dabor.</p> <p style="text-align: center;">IT WAS RESOLVED THAT: the Board approve the amount of up to \$14,000 + HST for the recruitment cost of the Finance Manager position.</p> <p style="text-align: center;">Carried.</p>

The Board recommended that the interview process be refined to make sure the candidates selected are appropriate for the position.

6.8 50th Anniversary Events

Nancy Bratkovic (Acting CEO) provided an update of planned events throughout the year in celebration of CMHA/Peel's 50th Anniversary. Board members were encouraged to attend as many events as possible.

Reunion invitations and polo shirts were handed out to board members.

6.9 Succession Planning Task Group

Held in camera at the end of the meeting.

7. Ownership Linkage Update

Committee meeting held with new members and Terms of Reference were drafted. Board members reviewed the draft Terms of Reference.

MOTION: 8.3.27.12

On the motion duly moved by Mark Howarth and seconded by Karine Morin.

IT WAS RESOLVED THAT: the Board approve the draft Terms of Reference received from the Ownership Linkage Committee.

Carried.

8. EL Policy – Monitoring & Policy Change

8.1 EL #2g Communication & Support to the Board

MOTION: 9.3.27.12

On the motion duly moved by Janine Elias Joukema and seconded by Gilles Paquette.

IT WAS RESOLVED THAT: the Board received the revised monitoring report for EL # 2g, Communication & Support and determined the interpretations are reasonable and that the data proves compliance.

Carried.

9. Ends

N/A

10. Consent Agenda

10.1 Youth Net Interim Report Approval

MOTION: 10.3.27.12

On the motion duly moved by Janine Elias Joukema and seconded by Keith Ward.

IT WAS RESOLVED THAT: the Board approve the Board Chair sign the interim report for Region of Peel for Youth Net.

Carried.

11. Board Self Evaluation

N/A

12. Next Meeting & Upcoming Agenda Items:

April 24th, 2012 ~ 7700 Hurontario, Community Door Boardroom

- **CEO Performance Appraisal**
- **Board Committee Policy - Terms of Reference**
- **Nominating Committee**
- **Davidson Scholarship Update**
- **2013 Budget**

13. Volunteer Forms

All Board members handed in their forms.

14. Meeting Process Review

MOTION: 11.3.27.12

On the motion duly moved by Jeanette Schepp and Gilles Paquette.

IT WAS RESOLVED THAT: the Board move in camera.

Carried.

MOTION: 12.3.27.12

On the motion duly moved by Jeanette Schepp and Gilles Paquette.

IT WAS RESOLVED THAT: the Board move out of in camera.

Carried.

15. Adjournment

MOTION: 13.3.27.12

On the motion duly moved by Jeanette Schepp and Gilles Paquette.

IT WAS RESOLVED THAT: the Board meeting be adjourned.

Carried.

The meeting was adjourned at 9:05 p.m.

Signatures below indicate the final, approved copy of the minutes:

Frank van Nie, Chair

Sandy Milakovic, Secretary

Date: _____

Date: _____

Action Item List

NUMBER MM.YY.NN	ITEM	WHO	DUE DATE	STATUS
02.11.9	To create a monitoring report model to use going forward.	Governance Committee		
09.11.8	Meet with Sandy and Helen to review the Davidson Scholarship process.	Mark		Complete
09.11.15	Meet re: Board Education schedule for 2011/12.	Sandy & Ron		Complete
10.11.19	Initiate inaugural meeting of Ownership Linkage Committee	Jeanette and Janine		Complete
12.11.1	Audit Committee Role to be reviewed. Mark to contact Catherine Raso for input. Audit Committee to prepare a report for discussion by/with the Governance Committee. (including By-law section 4.01 to be amended to include "shall be comprised of at least 3 members".)	Audit Committee/ Governance Committee		In Progress
12.11.2	Look at the policy for dealing with year-end surpluses and the requirements of the M-SAA.	Governance Committee		In Progress
12.11.3	Look at EL #2e Financial Planning & Budgeting and EL #2d Financial Condition and Activities.	Governance Committee		In Progress
12.11.7	To investigate the implementation of more formal, statistically valid employee satisfaction surveys, and report on the final decision made by the CEO	Sandy		In Progress
12.11.9	Review GP #2d Chairperson's Role.	Governance Committee		In Progress
05.12.1	Establish Terms of Reference - Needs to be done for Governance Committee, Ownership Linkage Committee and Audit Committee.	Governance Committee	Mar 2012	In Progress
02.12.2	Action Items master list to be created.	Bertha		In progress
02.12.5	Forward audit cost 2011/2012 motion to the accreditors.	Sandy		Complete
02.12.6	To revise the interpretation for #1 for EL #2g Communication & Support.	Sandy		
02.12.7	To look at #2 for EL #2g Communication & Support.	Governance Committee		Complete
02.12.8	In future reporting for EL #2K Partnerships to provide more interpretation in the data.	Sandy		
02.12.9	To review anti-discrimination policy.	Governance Committee		Complete
02.12.10	To review the Termination Policy.	Governance Committee		Complete
	To advise the Board with the cost of a third party whistle blower service	Sandy		
03.12.1	Provide contact information to Hanzla from The Ministry of Health.	Keith		
03.12.2	Board recruitment ad to be placed in the Institute of Corporate Directors (ICD).	Bertha		

03.12.3	Review French Language Services and decide if it should be a standing Board agenda item.	Governance Committee		
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