



**CMHA/PEEL BRANCH
Board Meeting Minutes**

**May 22nd, 2012
6:15 P.M.**

7700 Hurontario

Present: Frank van Nie, Chair
Sandy Milakovic, CEO & Secretary
Ron Dabor
Janine Elias Jookema
Mark Howarth
Karine Morin
Gilles Paquette
Jeanette Schepp
Hanzla Tariq
Bertha Jacov, Recorder

Regrets: Jack Kamrad, Keith Ward

Guest: Christine Devoy

1. Call to Order/Check-In

The Chair, Frank van Nie, called the meeting to order at 6:20 p.m.

2. Board Education:

N/A

3. Approval of Agenda

MOTION: 1.5.22.12

**On the motion duly moved by Mark Howarth and seconded by
Janine Elias Jookema.**

IT WAS RESOLVED THAT: the Agenda be approved as presented.

Carried.

4. Declaration re: Conflict of Interest

None

5. Approval of Minutes
(April 24th, 2012 Board Meeting Minutes)

MOTION: 2.5.22.12

On the motion duly moved by Jeanette Schepp and seconded by Mark Howarth.

IT WAS RESOLVED THAT: the minutes of the April 24th, 2012 Board meeting be approved as presented.

Carried.

6. Board Means

6.1 Action Items Review

Action items were reviewed, clarified and updated.

6.2 Endorsement of CMHA National Strategic Plan

MOTION: 3.5.22.12

On the motion duly moved by Janine Elias Jookema and seconded by Mark Howarth.

IT WAS RESOLVED THAT: the Board endorse Strengthening Our Collective Impact: A Strategic Plan for CMHA and acknowledge its role in supporting the plan's implementation within its CMHA accountability agreement.

Carried.

6.3 Nominating Committee

16 resumes were received for Board recruitment.

3 candidates were selected to be brought forward to the Board.

1. **Neil Brydon** - Neil is a Chartered Accountant with extensive financial experience. He also has experience preparing and explaining strategic business plans and detailed budgets. Neil is now retired and has the time and the desire to give back to the community. During his career Neil was active in a variety of industry associations. He was an active member of the Accounting & Finance Committee of the Canadian Electricity Association, acting as the Chair from 2007 – 2009 and the Vice Chair from 2004 – 2007. Neil was also an active member of the Accounting Standards Committee of the Edison Electric Institute in the United States and served on the Board of Directors of the EUCG, another U.S. based organization.

2. **Louroz Mecader** – Louroz is the President of the Mississauga Youth Games (MY Games), a grassroots non-profit that has provided free sporting and artistic programs to 1,500 young people across the city of Mississauga. He is also the founder of Local Democracy Week an initiative committed to engaging youth with government in partnership with all political parties in the provincial legislature. With a background in communications and community development, Louroz has worked for the Ministry of Health Promotion, Youth Can Move the World, Elections Canada, Peel HIV Aids Network and MIAG Centre for Diverse Women & Families. He continues to provide strategic media and government relations support to a host of organizations through Louroz Solutions. In 2001, Louroz was awarded the Ontario Medal for Young Volunteers by the Lieutenant Governor of Ontario. In 2009, he was appointed to the inaugural DiverseCity Fellows: The Greater Toronto Leadership Project and in 2011 was named a Global Shaper to the Toronto Hub by the World Economic Forum. Louroz has significant political connections.

3. **Kumee Rao** - Kumee has over 20 years of service experience and has served in the financial sector, public sector, consulting and telecommunication industries. She holds a Bachelor of Engineering degree, a Project Management Designation and is currently working towards her MBA with specific work in quality assurance. Her experience is in leadership, building transformational strategies, integration and in financial acumen. She has a desire to make a difference to the community well-being and welcomed the opportunity to serve on the CMHA Board.

Since the report was written all references have been checked.

Two other candidates that were considered:

Peter Andruski – He will be considered to sit on the Board next year should there be a vacancy.

Natasha Bronfman – who has experience with fundraising, lives in Toronto and has no connections to Peel. With her abilities and credentials the Nominating Committee suggested she apply to the Toronto CMHA Board as well to the Donor Development Committee.

Keith Ward and Karine Morin will also be on the slate as their terms will expire.

MOTION: 4.5.22.12

On the motion duly moved by Hanzla Tariq and seconded by Gilles Paquette.

IT WAS RESOLVED THAT: the Board approve the 5 candidates (Karine Morin, Keith Ward, Neil Brydon, Louroz Mecader and Kumee Rao) to be presented as the slate at the June 26th, 2012 AGM with 3 year terms for all parties.

Carried.

6.4 AGM – Assignment of tasks

AGM Board tasks were assigned as follows:

Registration table – Welcome board members, new board members, dignitaries and introducing special guests to the board	Jeanette and Karine
Chairing the meeting	Frank
Audit Committee Report	Mark
Nominating Committee Report	Ron
Introduction and Thank you for the Caring Community Awards	Keith
Introduction and Thank you to retiring Board members	Frank
Introduction and Thank you for Staff Awards	Gilles
Introduction of Alec Morrison and Thank you	Janine

The Board approved Mary Margaret Hanan as an additional recipient of the Caring Community Award.

6.5 Concurrent Disorders

MOTION:	5.5.22.12
	On the motion duly moved by Janine Elias Joukema and seconded by Karine Morin.
	IT WAS RESOLVED THAT: the Board approve up to \$25,000.00 for the 3rd module of the Understanding Concurrent Disorders training.
	Carried.

6.6 Governance Committee Report

6.6.1 GP #2h Committee Structure

MOTION:	6.5.22.12
	On the motion duly moved by Mark Howarth and seconded by Jeanette Schepp.
	IT WAS RESOLVED THAT: the Board approve policies GP #2h Committee Structure as revised and BSR #2d Executive Performance as presented.
	Carried.

6.6.2 GP #2n Linkage to Ownership

MOTION: 7.5.22.12

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

IT WAS RESOLVED THAT: the Board approve the revised GP #2n Linkage to Ownership as presented.

Carried.

The Governance Committee was asked to review French Language Services and decide if it should be a standing Board agenda item. The Committee determined that it was an operational issue rather than a Board Governance responsibility and would not be a standing Board agenda item.

6.7 Integration Task Group

At the last Board meeting it was mentioned that the Chair from CMHA Halton wanted to meet to discuss integration. Frank and Janine met with Kimbalin, Chair and the Vice-Chair. The discussion was twofold. Firstly, it was agreed that the two organizations should meet and discuss their respective mental health services in Mississauga. It was agreed that the CEOs should prepare a document first.

Secondly, CMHA Halton requested alignment re: the branches position on integration. We were unable to make this commitment without further discussions since both the LHINs and the branches are approaching integration differently.

Radhika Subramanyan, CEO CMHA Halton and Sandy discussed via email. They will be signing off on the Maplehurst/Vanier agreement initially.

Radhika asked to work together to get Frank O'Dea, founder of Second Cup, who had experienced severe mental health and addiction problems to come speak in October and we could share the cost. Sandy offered to partner with them for mental health week next year as we have a lot of events planned for the remainder of the year for our 50th Anniversary.

Note: Hanzla left the meeting at 7:35 pm. The Board said their goodbyes and recognized Hanzla for his years of service.

6.8 Performance Appraisal (in camera)

Held in camera.

6.9 Succession Planning

The Succession Task Group met with Sandy to discuss communications around her retirement. Sandy has told the Management team her plans. Staff will be notified at the next Branch Staff Development Day on June 22nd.

Once the staff is made aware Sandy and Frank to draft a letter to community partners. Sandy and Frank to communicate to the LHIN and United Way in person. All communication will be done before the AGM. Frank will acknowledge Sandy's retirement at the AGM.

In the Fall, the Succession Task Group will be working on a CEO's job description.

Janine suggested contacting Peel Children's Aid Society re: succession planning as they are at the end of looking for a new CEO.

6.10 CMHA ON AGM

The Board identified Frank as carrying all 6 proxies to the CMHA Ont. AGM on June 15th. Proxies and delegate appointment forms were completed and are due at CMHA Ont. June 1st.

6.11 Communication & Support

The St. Elisabeth Health Care agreement - did not happen last year because we were dedicating time to getting the CAPS information in our MSAA attached to our own CAPS information. We have since submitted an agreement to them with an indication that the terms are the same as last year, that the finances with the exception of the recovery amount of money were the same and asked them to sign off on the agreement. This year we are working on a process for tracking when agreements are sent and due date of signed agreements.

United Way – Mental health, seniors, racism and violence are the 4 priorities they are looking at funding. They would like to narrow it down to 2 priorities. Sandy has participated in consultations and there are more consultations going on. We are now waiting to see what the final suggestions will be.

50th Anniversary Events – The Board was encouraged to attend the upcoming events.

Board members who did not attend the reunion were asked to come earlier to the June meeting to sign the timeline of when they started with CMHA/Peel.

ACTT - in the process of negotiating a lease at 60 West Drive. The lease will be coming to the Board in June. There are 12 partners in the building that CMHA works with already.

MOTION: 8.5.22.12

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

IT WAS RESOLVED THAT: the Board offer their congratulations and thanks to the staff of CMHA/Peel for their hard work and dedication in achieving the 4 year Accreditation and for being recognized for "Innovation in Excellence" in the areas of intake and assessment and client centred approach.

Carried.

6.12 Letter from CMHA/Champlain East

CMHA/Champlain East forwarded a letter to all branches expressing concern with the proposed CMHA Ont. bylaw changes.

The Board discussed and decided Frank will draft a response letter to CMHA/Champlain East letting them know that the Board does not support their position and the rationale for that decision.

6.13 Declaration of Compliance

MOTION: 9.5.22.12

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

IT WAS RESOLVED THAT: the Board authorize the Chair to advise the CW LHIN that, after making inquiries of the CEO, Sandy Milakovic and other appropriate officers of the HSP, to the best of the Board's knowledge and belief, the HSP has fulfilled, its obligations under the service accountability agreement (the "M-SAA") in effect during the Applicable Period.

Carried.

6.14 New Ontario Not For Profit Corporations Act

ONN has serious concerns about some proposed provisions of the Act.

3 main issues have come up from the Board perspective around memberships.

1. A members' meeting can override the Board.
2. All members must have voting rights on significant matters creating a problem if we want to continue to have staff be members.
3. Proxies are required to be supported for members' meetings.

The Board decided to send a letter to the MPP's in support of the ONN position.

7. Ownership Linkage Update

7.1 re: article

Janine made a comment re: the Challenging Mental Health Stereotypes article and about engaging the moral ownership in Peel or on a National level. This was provided as food for thought for the Ownership Linkage Committee.

8. EL Policy – Monitoring & Policy Change

N/A

9. Ends

9.1 Additional Internal monitoring report – Global and Second Level Ends

MOTION: 10.5.22.12

On the motion duly moved by Jeanette Schepp and seconded by Karine Morin.

IT WAS RESOLVED THAT: the Board receive and accept the monitoring report – Global and Second Level Ends.

Carried.

10. Consent Agenda

10.1 United Way Report Approval

The report was not received in time for the Board meeting.

11. Board Self Evaluation

N/A

12. Next Meeting & Upcoming Agenda Items:

June 12th, 2012 ~ 7700 Hurontario, Community Door Boardroom

- Audited Financial Statements
- Scripts for AGM – Note: Supply a flip chart for Mark at the AGM

13. Volunteer Forms

All Board members present handed in their forms.

14. Meeting Process Review

MOTION: 11.5.22.12

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

IT WAS RESOLVED THAT: the Board move in camera.

Carried.

MOTION: 12.5.22.12

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

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

Carried.

15. Adjournment

MOTION: 13.5.22.12

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

IT WAS RESOLVED THAT: the Board meeting be adjourned.

Carried.

The meeting was adjourned at 9:45 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		Complete
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		Complete
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		Complete
03.12.1	Provide contact information to Hanzla from The Ministry of Health.	Keith		Complete
03.12.2	Board recruitment ad to be placed in the Institute of Corporate Directors (ICD).	Bertha		Complete

03.12.3	Review French Language Services and decide if it should be a standing Board agenda item.	Governance Committee		Complete
04.12.1	Motions to be provided to the Board quarterly to be added to the Board Calendar.	Bertha		Complete
04.12.2	To advise Sandy if able to sit on the Nominating Committee.	Mark		Complete
04.12.3	Potential Board members resumes to be forwarded to Jack.	Bertha		Complete
04.12.4	Board members to advise if they are interested in attending the CMHA ON Division meeting – June 15 th & 16 th . Register Board members who will be attending.	Bertha Bertha		
04.12.5	Memberships forms to be submitted prior to the AGM.	Board	June 12 th	
04.12.6	If there are any ideas re: 50 th Anniversary events to forward to Sandy.	Board		
04.12.7	If anyone is interested in attending the Metamorphosis session on May 10 th to advise as soon as possible.	Bertha		Complete
04.12.8	EL #2e, Financial Planning & Budgeting should indicate there is no capital budget in CMHA/Peel in the interpretation and therefore no data to provide.	Sandy		
04.12.9	Ownership Linkage Committee proposed policy draft to be reviewed.	Governance Committee		Complete
05.12.1	Follow-up with Shelagh re: submission of memberships	Sandy		
05.12.2	Reminder if memberships have not been submitted to bring to the June 12 th meeting.	Board members		
05.12.3	To confirm with Louroz Mecader he is interested in sitting on the Board for a 3 year term.	Sandy/Ron		
05.12.4	Terms of each board member to be added to the Matrix.	Sandy		
05.12.5	To contact Kume, Neil and Louroz.	Jack/Ron		
05.12.6	Script for introducing Alec Morrison at the AGM to be drafted for Janine.	Sandy/Bertha		
05.12.7	6 proxies to be carried to the CMHA ON AGM on June 15 th	Frank		

05.12.8	Draft an email response to CMHA/Champlain East.	Frank		
05.12.9	Send out email to the CSAE, Executive Director's Network and CMHA Ontario asking how other branches are dealing with the New Ontario Not For Profit Corporations Act. Follow-up with a letter to the MPP's in support of the ONN.	Sandy Frank/Sandy		