

Minutes of the Board of Directors Meeting Held on August 15, 2022 Virtual Meeting		
PRESENT	Charis Romilly Turner (Executive Director) Deborah Creatura (Chair) Judy Geary Eric Josipovic Colin Mang Louis Pike Kateryna Shpir Karen Trzaska Melaine Chiu Emily Griffith	
REGRETS	Erin Fordyce Allison Trenholm	
ABSENT		
GUESTS		
RECORDER	Michelle Benitez	
ITEM	DESCRIPTION	FOLLOW UP
1. Welcome	Board members welcomed.	
Establishment of Quorum	Quorum Met.	
2. Consent Agenda	<p>Board approved the Consent Agenda consisting of the following items:</p> <ul style="list-style-type: none"> - Approval of Agenda - Declaration of Conflict of Interest - Approve the following Minutes of Meetings (exclusive of Business Arising): <ul style="list-style-type: none"> • Regular board meeting of June 20, 2022 <p>Motion to Approve Consent Agenda. Moved By Louis Pike Seconded By Melaine Chiu Carried</p>	
3. Executive Director Report	This month's meeting did not include the Executive Director's Report. Instead, the Board discussed planning for the upcoming AGM.	

	<p>Charis reviewed the following AGM documentation (included in tonight's meeting package):</p> <ul style="list-style-type: none"> - AGM Poster - Notice of Meeting: Legal Counsel had recommended including formal details; document follows the Alliance's format. - Draft AGM Agenda: Local politicians to be invited. The agenda will be revised accordingly to allow time for them to speak at the meeting. - AGM Minutes 2021: It was noted that the Board accepted these minutes at December 20, 2021 board meeting. - Proxy Form: It was clarified that any members moving a motion at the AGM can vote for themselves in addition to a proxy vote. This does not apply to the Chair. - AGM Script: Final document will be circulated to all speakers closer to the date. Format will be adjusted to allow for members to ask any questions prior to making the motions. - Rough draft AGM presentation: Format changes were suggested; Charis will revise slides accordingly. <p>Full package will be sent to membership via email. At the AGM, membership will receive a hardcopy of the agenda, Board of Directors Bio for 2022/23, and the voting card.</p> <p>AGM will be held in-person. A hybrid format can be considered; however, it will be difficult for members participating virtually to take part in the community engagement activity and staffing is required to monitor. It was agreed to hold the meeting in-person only, but a hybrid format can be set up if requested by more than ten members.</p> <p>Currently, there are 49 active members. Quorum at the AGM to move forward on motions is 20 members. Board discussed membership drive opportunity to increase membership numbers. It was proposed that all sign up forms at the Centre for programs and services indicate that the individual automatically is registered as a member of the Centre unless they opt out. Board agreed to adopt this strategy.</p> <p>Charis gave an overview of logistics and timing for the AGM meeting and community event. Board should arrive at the Centre no later than 9:45am and meeting will start at 10am. After the AGM meeting, members and guests will be invited to the Party in</p>	<p>To confirm attendance from local politicians at AGM.</p>
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	<p>the Park event where community activities and a barbeque will be held. The park event is open to the community. Board members agreed to volunteer and help out at the various park activity stations.</p>	
<p>4. Committee Reports</p>	<ul style="list-style-type: none"> • Finance Committee Membership will be receiving the full draft audited Financial Statements as part of the AGM meeting package. Specific details will be reviewed at the meeting, such as the Centre’s rent deferral. • Governance Committee Committee reviewed the experience and backgrounds of the recommended slate of nominees to fill three vacancies for the upcoming board year. It was noted that these candidates had applied in the previous term and were kept on the roster should an opportunity arise on the board. <p>Motion that the following candidates be nominated for the Board of Directors for approval at the upcoming Annual General Meeting.</p> <ul style="list-style-type: none"> • Elena Mikhaylova • Lillian Manea • Evan Delaney <p>Moved By Louis Pike Seconded By Judy Geary Carried</p> <p>Board orientation is scheduled to take place on September 26th at 7pm.</p> <p>Governance Committee has been working on reviewing policies and will bring back more updates at the next meeting.</p> • By-Law Resolutions Emily presented the amended by-laws for the Board’s review and approval. These amendments include three resolutions related to the amendment of articles, by-law, and the number of directors. Documents were reviewed by legal counsel, and are compliant with the new Ontario Non-Profit Corporation Act (ONCA). 	

1. AMENDMENT OF ARTICLES

Whereas it is considered desirable to amend the Articles of the Corporation by way of filing Articles of Amendment in the form as has been presented to Directors.

Motion: Be it Resolved that:

1. The submission to the Members for consideration of approval by Special Resolution of Articles of Amendment in the form as has been presented to the Directors, is hereby approved.
2. The submission to the Ontario Ministry of Government and Consumer Services of such Articles of Amendment after their approval by the Members by Special Resolution, is hereby approved.
3. Any one of the Directors and Officers of the Corporation is hereby authorized to take all such actions and execute and deliver all such other documentation which are necessary or desirable for the implementation of these resolutions.

2. AMENDMENT OF BY-LAW

Whereas it is considered desirable to amend the current By-Law of the Corporation (the "By-Law") to reflect such amendments as have been presented to the Directors;

Motion: Be it Resolved that:

1. The amendment of the current By-Law (as of the date on which the Articles of Amendment have been issued by the Ontario Ministry of Government and Consumer Services) such that the By-Law reflects such amendments as have been presented to the Directors, is hereby approved.
2. The submission to the Members for consideration of approval of the amendment of the current By-Law by two-thirds (2/3) of the votes cast by Voting Members at a meeting duly called for the purpose of considering same, is hereby approved.
3. Any one of the Directors and Officers of the Corporation is hereby authorized to take all such actions and execute and deliver all such other documentation which are necessary or desirable for the implementation of these resolution.

3. NUMBER OF DIRECTORS

Whereas, subject to the Members' approval, the Corporation plans to apply for Articles of Amendment which will result in a minimum of ten (10) Directors and a maximum of fourteen (14) Directors;

And Whereas, subject to the Members' approval, the Corporation plans to amend the By-Law of the Corporation (as of the date on which the Articles of Amendment have been issued by the Ontario Ministry of Government and Consumer Services);

And Whereas Section 4.1 of the By-Law as amended will provide in part as follows:

"The number of Directors and the number of Directors to be elected at the Annual Meeting shall be the number determined from time to time by special resolution or, if a special resolution empowers the Directors to determine the number of Directors, by Board resolution."

Motion: Be it Resolved that:

1. The submission to the Members for consideration of approval by Special Resolution of the following resolutions is hereby approved:

Text of Special Resolutions for Consideration by the Members

- a) As of the date on which the proposed Articles of Amendment have been issued by the Ontario Ministry of Government and Consumer Services (which Articles of Amendment provide for a minimum of ten (10) Directors and a maximum of fourteen (14) Directors) the Corporation will have 14 Directors
- b) Henceforth, the Directors of the Corporation are hereby empowered to determine the number of Directors by resolution of the Board of Directors.
- c) As of the date on which the proposed Articles of Amendment have been issued by the Ontario Ministry of Government and Consumer Services, the number of Directors to be elected at each Annual Meeting of the Members shall be determined by resolution of the Board of Directors.

Motion to adopt the resolutions provided in the board package.

Moved By Deborah Creatura

Seconded By Judy Geary

Carried

Once approved by membership at the AGM, the Articles of Amendment form will be submitted to the Ministry of Government and Consumer Services.

Charis to submit Articles of Amendment form, once approved.

	<ul style="list-style-type: none"> Strategic Directions Colin presented results on data gathered from the Asset Mapping exercise. The focus areas identified are food access services, mental health, primary care, senior services, and support services. Outreach was done contacting nearby agencies and service providers to determine if these services/needs in the community are available and accessible. A summary was presented for each of these areas, looking at free and fee-based offerings, and availability close to the Stonegate community. The next step in the process will involve a community engagement activity at the AGM. Attendees will be placed in small groups and asked for their input on most needed services in the community, and relevancy of the Centre’s programs and service offerings. It was noted that the Asset Mapping exercise did not include digital services, such as TeleHealth or the virtual mental health services available. Board discussed the challenge in understanding whether clients might not know of these services or whether there may be other barriers preventing from accessing these services. Education Working Group Working group has created a board education plan to hold education topics at each board meeting starting in October. The lineup includes the following: <ul style="list-style-type: none"> - October: Charis to present an overview on Stonegate CHC and the healthcare landscape. - November: Staff presentation - December: No session to be held. A social board event will be organized. - January: Board retreat session with guest speaker(s). A Doodle poll with a few date options will be sent out to the Board to confirm availability for January’s board retreat. The retreat may be combined with the board meeting that month. Board Liaison Update No items to report. 	<p>Doodle poll to be sent to the Board to confirm date for board retreat.</p>
<p>5. Other Business</p>	<p>There was agreement to hold in-person board meetings starting in October. However, should there be less than five members</p>	

	<p>attending in-person the format would be changed to virtual. Committee meetings will remain virtual.</p> <p>An anonymous poll was done to confirm the Board’s time preference to hold board meetings. The majority selected the 7pm option as the best time; therefore meeting times will remain the same. Childcare is available for board meetings; Charis will need to be notified in advance to make arrangements.</p>	
<p>6. Motion to Adjourn</p>	<p>Motion to adjourn regular board meeting. Moved By Colin Mang Seconded By Melaine Chiu Carried</p> <p><i>Colin Mang</i> _____ President</p> <p>October 17, 2022 _____ Date</p> <p><i>Melaine Chiu</i> _____ Secretary or Designate</p> <p>October 17, 2022 _____ Date</p> <p>Upcoming Meetings: • Annual General Meeting – September 17, 2022</p>	