



BOARD OF DIRECTORS MEETING

MINUTES

November 29, 2021

11:35 a.m. – 1:13 p.m.

Virtual meeting via Zoom due to Pandemic

Attendees: **David Hennick, Chair** Nora Melara-Lopez Arthur Smith
Anthony Frisina Claudette Mikelsons Gary Warner
Konstantine Ketsetzis Ian Preyra Father David Wilhelm
Toni Kovach

Recorder: Gail Gray, Staff

Regrets: Rosaline Dean Elaine Pilgrim, Program Supervisor, MCCSS
John Spatazzo (LOA) Michelle Rodney
Jackie Bajus Samidha Singhal
Melissa Button

Staff: Rocco Gizzarelli, Executive Director
Donna Zan, Director of Child Welfare Services
Scott MacPhee, Director of Finance
Krystal Buxo, Service Director, Permanency
Marlene Dei-Amoah, Service Director, Equity, Diversity, Inclusivity
Renu Manocha, Director of Human Resources

Item	Description
1.0	CALL TO ORDER The Chair declared a quorum and called the meeting to order at 11:35 a.m.
1.1	<u>Reflection</u> Arthur Smith read a reflection to open the meeting.
1.2	<u>Land Acknowledgement</u> The Land Acknowledgement was read by Gail Gray
1.3	<u>Equity Placemat</u> The Chair spoke to the Equity Lens that the Board will use in its deliberations on agency business. The Executive Director showed a short video on Respect and Inclusion: Respect & inclusion at Deloitte - YouTube
2.0	REVIEW AND APPROVAL OF THE AGENDA The agenda was approved as presented.

Item	Description
3.0	DECLARATION OF CONFLICT OF INTEREST There were no conflicts of interest declared.
4.0	REVIEW AND APPROVAL OF MINUTES
4.1	The Minutes of the October 25, 2021 Board of Director's meeting were approved as presented.
5.0	CONSENT AGENDA
5.1	Monthly Financial Attestation
5.2	Audit & Finance Ct. Nov. 12, 2021 Minutes
5.3	Audit & Finance Ct. Terms of Reference
5.4	Governance Ct. Nov. 18, 2021 Minutes
5.5	OACAS Board to Board – October 2021
	On motion by Father David Wilhelm and seconded by Ian Preyra it was resolved THAT: The Consent items are approved as amended: add signature date to Financial Attestation. CARRIED
6.0	COMMITTEE REPORTS
6.1	<u>Audit & Finance Committee Report</u> The Committee Chair presented the operating statements and noted there have been positive developments with the service requirements of a previously reported special needs youth in care that should result in less of a deficit by year's end.
6.1.1	<u>2021-22 Child Welfare & Non-child Welfare Budgets</u> On motion by Arthur Smith and seconded by Konstantine Ketsetzis it was resolved THAT: The Board approves the 2021-22 Child Welfare and the Non-Child Welfare Budgets submission as presented and due October 31, 2021, to the Ministry. CARRIED
6.2	<u>Governance Committee Report</u>
6.2.1	<u>CCASH Code of Conduct</u> The Committee Chair explained the <i>Code of Conduct</i> was refreshed to reflect current standards, practice, and language, and clarifies expectations of conduct for agency employees, and its Board, volunteers, students, foster care providers and other contractors engaged by the Society.

Item

Description

On motion by Toni Kovach and seconded by Nora Melara-Lopez it was resolved THAT:

The Board approves the *Catholic Children's Aid Society of Hamilton's Code of Conduct* dated November 29, 2021. This document replaces the former *Code of Ethics* approved by the Board in May 2009.

CARRIED

6.2.2 By-law #1

The Committee Chair reported the Societies' By-law #1 was refreshed to be compliant with the Ontario Not-for-Profit Corporations Act (ONCA).

On motion by Toni Kovach and seconded by Gary Warner it was resolved THAT:

The Board approves *By-law #1* amendments to sections:

1.01 Definitions; 2.04 Disciplinary Act or Termination of Membership for Cause; 3.01 Composition; 3.02 Election and Term; 3.03 Vacancies; 3.06 Remuneration of Directors; 4.06 Participation by Telephone or Other Communications Facilities; 4.07 Quorum for Meetings; 5.02 Financial Year; 6.4 Duties of the Chair; 8.01 Conflict of Interest; 9.01 Annual Meeting; 9.04 Quorum; 9.06 Voting of Members; and further recommends the resolution of the amended By-Laws #1 at the Annual General Meeting in June 2022.

CARRIED

6.2.3 Board Policies

i) 1.1.3 Board Recruitment, Election and Succession Policy

On motion by Toni Kovach and seconded by Gary Warner it was resolved THAT:

The Board approves the *1.1.3 Board Recruitment, Election and Succession Policy* as amended.

CARRIED

ii) 1.1.4 Board of Directors Terms of Office Policy

On motion by Toni Kovach and seconded by Arthur Smith it was resolved THAT:

The Board approves the *1.1.4 Board of Directors Terms of Office Policy* to stand as presented.

CARRIED

iii) 1.1.5 Nomination Process for Executive Roles of Chair/Vice Chair Policy

On motion by Toni Kovach and seconded by Claudette Mikelsons it was resolved THAT:

The Board approves the *1.1.5 Nomination Process for Executive Roles of Chair/Vice Chair Policy* as amended.

CARRIED

Item	Description
7.0	FINANCE
7.1	<p data-bbox="431 310 1081 338"><u>Statement of Operations ending October 31, 2021</u></p> <p data-bbox="431 348 1461 575">Expanding upon the Audit and Finance Committee Chair’s report, the Finance Director reported the year-end projections have improved significantly since originally reported due to reduced cost expenditures in some areas of the agency, and modified service provisions to a special needs youth. If this trend continues then the Society may only need to use reserves from the 2020 Balanced Budget Fund, leaving the 2021 Balanced Budget Fund in reserve.</p> <p data-bbox="431 621 1461 693">The Board Chair congratulated the Society on placing the needs of the special needs youth first and foremost despite the financial pressures.</p>
8.0	ACCOUNTABILITY ITEMS
8.1	<p data-bbox="431 779 761 806"><u>Identity Based Dashboard</u></p> <p data-bbox="431 816 1461 926">The Board reviewed the dashboard as part of its monthly accountability and tasked the agency how they might incorporate reference to poverty or income measurements into the dashboard.</p>
8.2	<p data-bbox="431 974 1403 1001"><u>2021-2022 Risk Assessment Matrix Semi-Annual Report as of Nov. 29, 2021</u></p> <p data-bbox="431 1012 1461 1163">The Executive Director reported agency risk management is on track, highlighting that the Information Systems department is ever diligent around cyber security and have engaged an external vendor to perform penetration testing on its systems as part of its risk management.</p>
8.3	<p data-bbox="431 1211 846 1239"><u>Equity Audit Executive Summary</u></p> <p data-bbox="431 1249 1461 1320">The Executive Director spoke briefly to the summary and stated the full report will be provided to the Board and will be itemed for the January agenda.</p>
9.0	BOARD CHAIR REPORT
9.1	<p data-bbox="431 1411 753 1438"><u>CAS Duty to Report Chart</u></p> <p data-bbox="431 1449 1461 1675">The Board Chair spoke to the chart he created as a visual aid on representation of how referrals are presented to the agency; how does this impact the over-representation of Indigenous and Black children and youth in the system; how long the file is retained open; and if the reason at the front end were different, would it then translate into less referrals to the Society. Much discussion ensued around:</p> <ul data-bbox="472 1686 1461 1881" style="list-style-type: none"><li data-bbox="472 1686 1036 1713">• Issue of oppression from poverty is key.<li data-bbox="472 1724 1094 1751">• How to disrupt an inherently biased system.<li data-bbox="472 1761 841 1789">• How to address barriers.<li data-bbox="472 1799 1414 1881">• Educate the systems who provide many referrals (healthcare, police, educational institutions) on the unconscious bias.

Item	Description
	<ul style="list-style-type: none">• Where are the areas of disruption that could happen before that Duty to Report referral is made?• In areas that are poorly served, action of trying to bring equity into a framework of a structure in its nature is unjust.• Immediate changes are needed however, changing mindsets takes time.• Perseverance to effect positive change is key.

The Director of Child Welfare Services reported the agency is fully committed and continually working to disrupt conscious and unconscious bias in providing service, analyzing, and interpreting data metrics to evolve how it provides service, and partnering with the community and its stakeholders for a more broad-based service approach.

10.0 REPORT OF THE EXECUTIVE DIRECTOR

The Executive Director highlighted from his report that the agency’s Spiritual Care team have commenced the engagement of staff on the Synod (a process leading to the next General Synod of Bishops in Rome in 2023), and continuing efforts on supporting service recipients with faith-based care.

On motion by Konstantine Ketsetzis and seconded by Gary Warner it was resolved THAT:

The Board receive the Executive Director’s Report for November 2021.
CARRIED

11.0 IN CAMERA

On motion by Father David Wilhelm and seconded by Konstantine Ketsetzis it was resolved THAT:

The Board move In Camera.
CARRIED

12.0 ADJOURNMENT

The Chair adjourned the meeting at 1:13 p.m.



David Hennick, Board Chair



Gail Gray, Recording Secretary