



BOARD OF DIRECTORS MEETING

MINUTES

June 10, 2024

11:33 a.m. – 12:46 p.m.

Zoom

Attendees: **Gary Warner, Acting Chair** Giovanni Carranza-Hernandez Father David Wilhelm
Melissa Button Phillip Jeffrey
Jackie Bajus Samidha Singhal

Recorder: Kristin Prince, Staff

Regrets: Nora Melara-Lopez Toni Kovach Michelle Rodney

Staff: Donna Zan, Executive Director
Scott MacPhee, Director of Finance

Guests: Katherine Carre, Lawyer, Borden Ladner Gervais (BLG)
Tim Galvin, Auditor HGK

Item	Description
1.0	CALL TO ORDER – 11:33 AM
1.1	<u>Reflection</u> Phillip Jeffrey opened the meeting with a reflection.
1.2	<u>Land Acknowledgement</u> Giovanni Carranza Hernandez provided the Land Acknowledgement.
1.3	<u>Equity Placement</u> The Chair spoke to the Equity Lens that the Board will use in its deliberations on agency business. The Chair asked the Board to keep in mind the Equity lens throughout the meeting.
2.0	REVIEW AND APPROVAL OF THE AGENDA The agenda was approved as presented.
3.0	DECLARATION OF CONFLICT OF INTEREST There were no conflicts to declare.

Item	Description
4.0	REVIEW AND APPROVAL OF MINUTES
4.1	<u>Approval of the April 29, 2024, Board of Director Meeting minutes</u> The minutes of April 29, 2024, Board of Director’s meeting were approved as presented.
5.0	CONSENT AGENDA
5.1	CCASH Monthly Financial Attestation – April & May 2024
5.2	Governance Cte. May 1, 2024 Minutes
5.3	Fundraising Cte. May 2, 2024 Minutes
5.4	Nominating Cte. May 9, 2024 Minutes
5.5	Audit & Finance Cte. June 3, 2024 Minutes
5.6	Identity Based Dashboard May 2024
5.7	Report of the Executive Director June 2024
5.8	April Operating Statement
5.9	Curriculum approval letter HCCAS May 7 2024 On motion by Phillip Jeffrey and seconded by Samidha Singhal it was resolved THAT The Consent Items are approved as presented. CARRIED.
6.0	BY-LAWS UPDATE FOR ONCA COMPLIANCE
6.1	<u>Current CCASH by Law</u>
6.2	<u>ONCA Compliant Updated By-Laws</u>
6.3	<u>Current Letters Patent</u>
6.4	<u>Updated Articles of Amendment</u> Katherine Carre, Lawyer from BLG Law firm, reviewed the updates to the by-law and articles for the Board of Director’s. The Board was satisfied with the updates that brought the documents into compliance with ONCA. A resolution was circulated to the board, and they agreed to adopt this resolution via a motion. On motion by Fr. David Wilhelm and seconded by Phillip Jeffrey, it was resolved THAT The Board adopt the resolution to amend the by-laws and articles of amendment. CARRIED.
7.0	COMMITTEE WORK REQUIRING INPUT OR DECISION
7.1	<u>Governance Committee</u>
7.1.2	tng Consultants’ Governance Indicator Survey Results The committee reviewed the results of tng Consultant’s survey and extracted four (4) initiatives to be incorporated into the Board work plan for the 2024-2025 board term, which are:

Item	Description
	<ul style="list-style-type: none">• Continue to have discussions and gather information on how the agency is addressing overrepresentation• Increase understanding on the services provided to children in care; including by foster caregivers & OPR providers• Continue to engage with governance training• Greater equity capacity building for the board through training and education
7.2	<u>Nominating Committee</u>
7.2.1	<u>Slate of Board Directors for 2024-2025 Term</u> The Nominating committee presented the slate of directors to be brought forward at the Annual General meeting. On motion by Jackie and seconded by Fr. David Wilhelm it was resolved THAT The Board approves the slate of members for the Board of Directors 2024-2025 term as presented; and further recommends the resolution of this Board of Director List at the Annual General Meeting in June 2024 <i>Ms. Jacqueline (Jackie) Bajus</i> <i>Mr. John Obrovac</i> <i>Ms. Melissa Button</i> <i>Ms. Deirdre Pike</i> <i>Mr. Phillip Jeffrey</i> <i>Ms. Samidha Singhal</i> <i>Ms. Nora Melara-Lopez</i> <i>Dr. Gary Warner</i> <i>Mr. Giovanni Carranza-Hernandez</i> <i>Father David Wilhelm</i> CARRIED.
7.2.2	<u>Board Committee Appointments</u> The Nominating Committee Chair shared the committee appointment slate, and the board was satisfied with the slate.
7.3	<u>Audit & Finance Committee</u>
7.3.1	<u>Audit Findings Letter</u>
7.3.2	<u>Management Letter</u>
7.3.3	<u>Audited Financial Statements</u> The Audit and Finance Committee chair presented the annual audit financial documents to the board. The board reviewed the documents and were satisfied with the committee’s update. On motion by Fr. David Wilhelm and seconded by Samidha Singhal it was resolved THAT The Audit and Finance Committee recommends that the Board approves the Draft Audited Financial Statements for the fiscal period ending March 31, 2024. CARRIED.

Item	Description
8.0	BOARD CHAIR REPORT The Vice-Chair attended the June board president’s webinar on behalf of the board chair and updated the board on what was discussed at this meeting. The Vice-chair also provided a reminder about the upcoming Annual General Meeting taking place on Monday June 17 th , 2024.
9.0	IN CAMERA On motion by Jackie Bajus and seconded by Phillip Jeffrey it was resolved THAT: <i>That the Board move In Camera.</i> CARRIED.
10.0	ADJOURNMENT – 12:46 PM



Dr. Gary Warner, Board Chair



Kristin Prince, Recording Secretary