

Guelph/Wellington Seniors Association

AGENDA

Meeting:	GWSA Board of Directors
Date:	August 21, 2019
Time:	9.30 am
Place:	Boardroom, Evergreen Seniors Community Centre
Chair:	Becky Fiedler
1.	Call to Order
2.	Adoption of the Agenda
3.	<p>Decision: To use (or not) the Consent Agenda process at GWSA Board meetings</p> <p><i>Proposed Motion: Move to begin using the consent agenda process for routine and non-controversial items at this and future Board meetings.</i></p>
4.	Treasurer's Report – Roger Stevens
5.	<p>Committee Reports: Executive, Governance and Succession Planning and Nominations</p> <p>For each committee listed, the Board will review Minutes from all meetings held since mid-March when the Board last reviewed meeting minutes. Remaining Committee reports will be reviewed at the August 28 Board meeting.</p>
6.	<p>Committee Report: Human Resources Management - Cem Kaner</p> <p>The HR Committee has met several times over the summer to:</p> <ul style="list-style-type: none"> • review position descriptions for CSS Staff; • address recent changes to employment law; • create a job advertisement for Manager of CSS; and • determine the interview process for our upcoming vacancy. <p>Cem Kaner is the Board representative on the HR Committee and will update the Board on the Committee's efforts.</p>
7.	<p>Old Business</p> <p>Information: Clarification on conflict of interest as it related to Director remuneration - Cem Kaner</p>
8.	New Business
8.1.	<p>2019-2020 Board Calendar - Becky Fiedler</p> <p>Becky and the Executive Committee have developed a new format for the Board Calendar designed to remind Directors of important deadlines and tasks throughout the Board year. The Board will review this draft to provide further feedback.</p>
8.2.	Presentation: Directors and Officers Liability Insurance - Sandra Majidiy from Colley Insurance

8.3.	<p>Information: Reviewing Committee Terms of Reference with your committees - Brian Smith</p> <p>GWSA GOV-10 and GOV 90 suggest/require annual review of all committee Terms of Reference prior to submitting for Board consideration at the October Board meeting. Brian and the Governance Committee have started this process with all committees. Brian developed a Terms of Reference template the Governance Committee has been using with other committees. In it, he offers some standard language committees such as ours may choose to use. He also created a template for Position Descriptions should Directors need to make changes on some of the position descriptions associated with their committee's work.</p>
8.4.	<p>Board Input: Board Terms of Reference and Board Member Position Description - Brian Smith</p> <p>All Committees have been asked to review Terms of Reference documents and related position descriptions. The Board Terms of Reference and Board Member Position Description documents which the Governance Committee has already conformed to their template.</p>
8.5.	<p>Approve: Succession Planning & Nominations Committee Terms of Reference - Becky Fiedler</p> <p>The main change in Terms of Reference for the Succession Planning and Nominations Committee is to the composition of the committee. The previous Board staffed the committee with Directors and Board Executives. The proposed composition gives greater representation to GWSA membership. Other important changes include:</p> <ul style="list-style-type: none"> • Committee chooses its chair instead of having the President serve as Chair • Clarifies (with examples) term limits of Directors. Among those who resigned from the Board in the Spring, three had exceeded the term limits outlined in GWSA by-laws. • Moves responsibility for tracking term limits from Secretary to SP&N Committee. • Adds requirement to provide brief biographies for Board candidates prior to election. • The changes noted here more closely align with the Terms of Reference from 2012 than from 2018. <p><i>Proposed motion: Move to approve the Succession Planning and Nominating Committee Terms of Reference as drafted by the Governance Committee.</i></p>
8.6.	<p>Approve: Governance Policies - Brian Smith</p> <p>The Governance Committee reviewed all Governance-related Policies and Procedures. These documents required various degrees of changes to eliminate conflicts with other policies, our by-laws, or statutes. GOV 10 and GOV 90 were mostly redundant with each other and have been combined into GOV 10. Users of Microsoft Word can see the changes the Governance Committee made.</p> <p>The Org Chart was revised to include the City of Guelph in accordance with the Community Benefits Agreement and the GWSA's original vision of our relationship with the City.</p> <p><i>Proposed motion: Move to adopt Governance Policies 10, 40, 60, 70, 90 and 100 along with Appendices 9 and 20 as presented by the Governance Committee.</i></p>

9.	Next meeting - August 28 at 9:30 am The August 28 meeting will focus on reviewing Committee Reports, allocating 10 minutes per committee to make introductions; inform us of any challenges and outline committee goals/needs. Committees include all but Executive, Governance, HR, and Succession Planning and Nominations.
10.	Adjournment <i>Proposed motion: Move to adjourn</i>

/rlf
August 11, 2019