

Guelph/Wellington Seniors Association

Minutes

Meeting:	GWSA Board of Directors
Date:	August 21, 2019
Time:	9.30 am
Place:	Boardroom, Evergreen Seniors Community Centre
Chair:	Becky Fiedler
Attending:	Brian Smith, Roger Stevens, Tonie Sacchetti, Adam Rutherford, Judith Carson, Kerry Detlor, Ken Fugler, Ann Grant, Cem Kaner, Athar Khan, Ross Knechtel
Regrets:	Mike Woof
Guests:	Sandra Majidiy, Colley Insurance
1.	<p>Call to Order</p> <p>Becky called the meeting to order at 9:30 am</p>
2.	<p>Adoption of the Agenda</p> <p>Ross moved to approve the agenda as published. Ann seconded. All in favour. Motion carried.</p>
3.	<p>Decision: To use (or not) the Consent Agenda process at GWSA Board meetings</p> <ul style="list-style-type: none"> • Consent agenda to be used for routine, non-controversial, trivial items. Any one individual can remove any item at any time to make it a part of the agenda if they feel necessary. • The purpose of a consent agenda is to save Board time from reviewing minor items to focus on more important issues. This practice has worked well on past boards. • Committee reports will be on the consent agenda unless there are items that need to be addressed by the board. • Action Item- Governance Committee to add Consent Agenda policy to their future action plan. • Ann moved to begin using the consent agenda process for routine and non-controversial items at this and future Board meetings. Ross seconded. All in favour. Motion carried.
4.	<p>Treasurer's Report – Roger Stevens</p> <p>Roger briefly presented the July reports. The auditor's fees were higher than expected because of the extra work they had to perform as a result of the Spring turmoil. They have assured us that future charges are likely to be in the \$7500 as reflected in our budget. There were no further questions about the financial statements.</p>
5.	<p>Committee Reports: Executive, Governance and Succession Planning and Nominations</p> <p>Directors reviewed all minutes from Executive, Governance and Succession Planning and Nominations Committees. There were no concerns with these reports and the documents will be filed as final.</p>

6.	<p>Committee Report: Human Resources Management - Cem Kaner</p> <p>Cem reported that:</p> <ul style="list-style-type: none"> • The GWSA has settled with all CSS employees. All have signed contracts. All costs were under the limits authorized at the May 13 meeting. However, the usual budget does not include a line item for “settling wrongful termination disputes.” These costs will have a negative impact on the overall budget. • Our CSS Manager has given notice that she will be leaving soon. The screening committee has identified nine serious candidates for further review. The full HR Committee will meet this afternoon to select candidates who will be interviewed. • The HR Committee will be using a round robin interview process. If anyone on the interview team raises serious objection to the interviewer, it is unlikely they will be the successful candidate. • Candidates will come in for interview in early September.
7.	<p>Old Business</p> <p>Information: Clarification on conflict of interest as it related to Director remuneration - Cem Kaner</p> <p>Directors cannot receive financial benefit - either directly or indirectly - from the GWSA. This means they cannot be paid for services. There are no exceptions. Likewise, the City cannot pay a Board member on behalf of the GWSA because that is still a Director receiving funds for work on behalf of the GWSA. Similarly, we cannot have employee representation on the Board (i.e. CSS staff). This is a difference between charities and other not-for-profit organizations.</p>
8.	<p>New Business</p>
8.1.	<p>2019-2020 Board Calendar - Becky Fiedler</p> <p>Directors reviewed the new format for the Board Calendar. It is designed to remind Directors of important deadlines and tasks throughout the Board year.</p> <ul style="list-style-type: none"> • Larger events/important dates should be on the calendar. • Dates need to be “finalized” but it will be a living document. • Plan to finalize after seeing committees next month. • Process to update calendar- will be available on DropBox. Tonie/Becky can add to it.
8.2.	<p>Presentation: Directors and Officers Liability Insurance - Sandra Majidiy from Colley Insurance</p> <p>Sandra Majidiy presented a summary of GWSA policies and answered Directors’ questions about the same.</p>

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. The Governance Committee has started this process.</p> <ul style="list-style-type: none"> • Terms of Reference: there have been surprising inconsistencies between committees (timing, process, etc.). The Governance Committee has introduced standard language to streamline processes. • Terms of reference should be reviewed annually and/or by the first of September to be submitted to the board for the October meeting for review/discussion. • Adjustments made by the Governance Committee are not to change how a committee works. They are only intended to update and clarify language. • Community Benefits Agreement requires GWSA to offer a seat on each committee for a City employee. Terms of Reference are being updated to make that clear. • Modified language to clarify that committees report to the Board by submitting meeting Minutes. • Funding: Further discussion required. Some committees have a fair bit of autonomy over their committee funds. There are currently irregularities that need to be addressed. The Governance Committee will work with the Finance Committee to address these. <p>The Governance Committee will continue their work with committees and present Terms of Reference for Board review in October.</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 Governance Committee presented Board Terms of Reference and Board Member Position Description documents that are already conformed to their template.</p> <ul style="list-style-type: none"> • Board of Directors Terms of Reference: Cosmetic revisions only. Nothing of significance. • Description of Board Member: Attend a minimum of 70% of meetings held between AGM's as scheduled by the Board. • There was some discussion about elected officers in contrast to appointed officers. The by-laws allow the Secretary and Treasurer positions to be either elected or appointed. This distinction matters because of eligibility to vote. The current Board has an elected Treasurer who is allowed to vote. The Secretary is appointed and does not vote on matters before the Board.

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 which will now include one Board member, one former Board member, one city employee and two active GWSA members, one of whom has leadership experience. 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. • Director appointed ex-officio City staff does not have a term limit. • Committee recruits potential candidates • Cem made the motion to approve the Succession Planning and Nominating Committee Terms of Reference as drafted by the Governance Committee. Ken seconded. All in favour. Motion carried.
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.</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> <ul style="list-style-type: none"> • Brian made the motion to adopt Governance Policies 10, 40, 60, 70, 90 and 100 along with Appendices 9 and 20 as presented by the Governance Committee. Ann seconded. All in favour. Motion carried.
9.	<p>Next meeting - August 28 at 9:30 am</p> <p>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.</p>
10.	<p>Adjournment</p> <ul style="list-style-type: none"> • Cem made the motion to adjourn at 11:58am. Adam seconded. All in favour. Motion carried.
Note:	<p>These minutes were approved via email on Friday, August 23, 2019</p>