

This meeting is a follow up to the Special Members Meeting held in May and June's Annual General Meeting. Today, the Governance Committee will be telling you about the progress we've made responding to issues raised at the Special Members' meeting in May of this year. At the end of the meeting, we'll celebrate the ongoing relationship we enjoy with the City of Guelph.

## To Do list for the Board

- ☐ Restore CSS programs
  - ☐ Recapture United Way funding
  - ☐ Replace funding lost by prior actions
- ☐ Rehire CSS employees
- ☐ Renew and comply with the Community Benefits Agreement with the City of Guelph
  - ☐ City participation on committees



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You gave the Board an ambitious list of things you wanted them to change. First and foremost you wanted the CSS programs to be restored to provide the services CSS clients want and need. That meant we would need to deal with funding and extend the employment of the CSS employees who had been terminated. You told the Board the relationship with the City of Guelph was important and that you wanted it renewed.

## To Do list for the Board (page 2)

- ❑ Recommit to 6-year term limits for Directors
- ❑ Increase Board transparency
  - ❑ Publish agendas in advance of meetings
  - ❑ Open meetings whenever possible
  - ❑ Publish minutes within 24 hours after meetings
- ❑ Align policies and procedures with by-laws
- ❑ Revise by-laws to conform with current legislation
- ❑ Establish a proxy process
- ❑ Provide progress report



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You also had a number of things to say about how the Board did business.  
You wanted Directors to respect the 6 year term limits in the by-laws.  
You wanted the Board to give advance notice to membership about the things happening in Board meetings so you could speak to the Board about things that were important to you.  
You wanted the Board meetings kept open to the greatest extent possible so you would feel welcome at meetings and heard if you chose to address the Board.  
You wanted to see the minutes from Board meetings as soon as possible to know the Board was acting in your interests.  
You wanted the policies and procedures the Board used to be aligned with the by-laws  
You also wanted the Board to bring the by-laws into compliance with the newest Ontario Non-for-Profit Corporation Act  
You wanted the Board to set up a proxy process  
Finally, you required a progress report from the Board about the things you asked for. We were able to report a little progress at June's AGM. We have more to report today. Let's look at these things in turn.

## Increase Board transparency

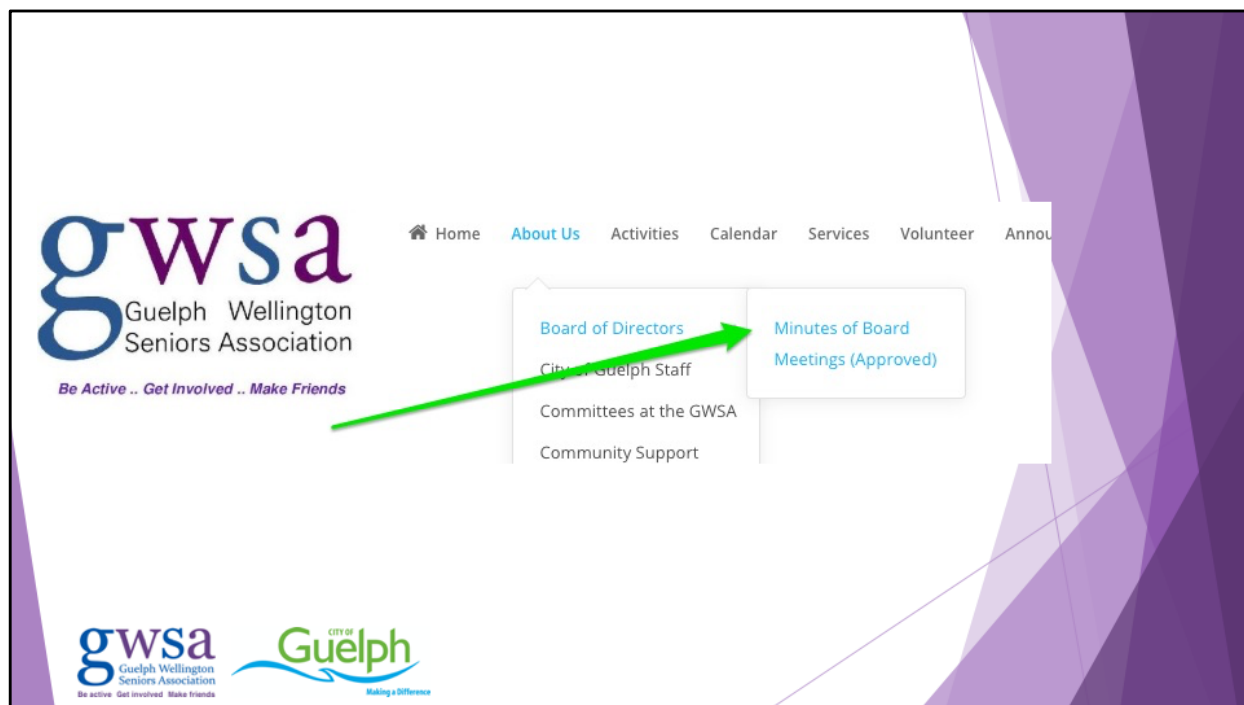
- ✓ Publish agendas in advance of meetings
- ❑ Open meetings whenever possible
- ❑ Publish minutes within 24 hours after meetings



Members asked that Board agendas be posted seven days before a meeting with sufficient description to enable readers to understand what will be discussed and what proposals have been prepared for approval (May 2019 Special Meeting).

What have we done about that? Three things

First, all Board agendas and minutes are posted on the GWSA web site a week in advance.



You'll find the minutes just off the Board of Directors page on the website.

## GWSA Board Minutes

In keeping with the new policy of openness and transparency, we are pleased to publish the minutes of the GWSA Board Meetings.

Meeting Date	Occasion for Meeting	Agenda	Minutes	Meeting Notes
December 18, 2019	Regular Board Meeting			
December 9, 2019	Special Members Meeting			
November 20, 2019	Regular Board Meeting			
October 16, 2019	Regular Board Meeting	<a href="#">Agenda_corrected</a>	<a href="#">Minutes (Draft)</a>	
September 18, 2019	Regular Board Meeting	<a href="#">Agenda</a>	<a href="#">Minutes</a>	
August 28, 2019	Special Board Meeting	<a href="#">Agenda</a>	<a href="#">Minutes</a>	
August 21, 2019	Regular Board Meeting	<a href="#">Agenda</a>	<a href="#">Minutes</a>	First Regular Meeting of 2019-2020 Board Election of Officers
June 25, 2019	Post AGM Board Meeting		<a href="#">Minutes</a>	
June 25, 2019	Annual General Meeting	<a href="#">Agenda</a>	<a href="#">Minutes</a>	<a href="#">Annual Report</a> <a href="#">AGM Package</a> (announcement, nominee bios, financial statements, etc)
June 19, 2019	Regular Board Meeting	<a href="#">Agenda</a>	<a href="#">Minutes</a>	
June 5, 2019	Extra Board Meeting	<a href="#">Agenda</a>	<a href="#">Minutes</a>	
May 15, 2019	Regular Board Meeting	<a href="#">Agenda</a>	<a href="#">Minutes</a>	First Meeting of Interim Board
May 13, 2019	Special Members Meeting		<a href="#">Minutes</a>	<a href="#">Meeting Announcement</a>

We list the date, the occasion for the meeting, and provide links to the agenda and the minutes. Occasionally, we make a few notes if the meeting was special in some way.

## Increase Board t

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**Approve: Succession Planning & Nominations Committee Terms of Reference - Presenter**

The main change in Terms of Reference for the Succession Planning and Nominations Committee is to the composition of the committee. Other changes include:

- Clarifies (with examples) term limits of Directors.
- Moves responsibility for tracking term limits from Secretary to SP&N Committee.
- Adds requirement to provide brief biographies for Board candidates prior to election.

*Proposed motion: Move to approve the Succession Planning and Nominating Committee Terms of Reference as drafted by the Governance Committee.*

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**Approve: Governance Policies - Presenter**

The Governance Committee reviewed all Governance-related Policies and Procedures to eliminate conflicts with other policies, by-laws, or statutes. Users of Microsoft Word can see the changes the Governance Committee made.

*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.*



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**Next meeting - DATE at 9:30 am**

The next 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.

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**Adjournment**

- Second, we’ve updated the Position Description for the Board President to require agendas that provide sufficient detail to understand what is to happen at each meeting and to provide the agenda and related documents to Committee members a sufficient time in advance for review.
- Yes, that means your Directors have some homework to do before they come to the meetings.

And, the third improvement we made to agendas has to do with what “sufficient detail” looks like. We’ve developed a model for future reference.

We try to give one or two word summary of what should come out of a particular agenda item. All of these say “Approve” but other common phrases I use are:

FYI – if we’re presenting something that is only informational

Choose – if there are several options and we need to pick one. For example, the December Board meeting will have the Directors choose a facilitator to help us with strategic planning

Input – For projects that are in an early stage, we might ask the Directors for their input on what direction or approach to take.

I frequently list who is presenting a particular topic

For each agenda items, there is a brief description . In the top example here, the Board was reviewing changes to the Succession Planning & Nominations Committee. The agenda highlighted the changes so the Directors wouldn't miss them in case they were reading quickly.

We also, generally, include a proposed motion. Often times the motion will change but at least we have a good place to start when it's time to make a motion.

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## Increase Board transparency

- ✓ Publish agendas in advance of meetings
- ✓ Open meetings whenever possible
- ✓ Publish minutes within ~~24~~ hours after meetings

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ONTARIO



The next step to improve Board transparency was to look for an authoritative source on when it was appropriate to move to a closed meeting. We adopted the guidance detailed in “Ontario’s Open Meeting Requirements” and included that information for reference in a new “GWSA Appendix 20: Open Meetings Guide”. That means that the GWSA Board will be using the same guidelines cities across all of Ontario use.

We still have to close the door on the Board room because of noise at the front desk. However, we now have a sign on the door that says “Board meeting in Progress. Members welcome.”

Finally, you asked us to post minutes to the web site within 24 hours after meetings. We generally manage to get minutes posted within 72 hours after each Board meeting (This is minimum time we need to draft minutes and circulate to directors for feedback, and approval). We simply can’t turn the approval process around in time to have minutes posted in 24 hours.

## ONCA

Bill 154 has passed and the Ontario Not-for-Profit Corporations Act (ONCA) is scheduled to be proclaimed in early 2020. Bill 154, Cutting Unnecessary Red Tape Act, 2017 contains all the enabling legislation needed so ONCA can be proclaimed. It also contains some important improvements to ONCA that ONN, charity law lawyers and nonprofit organizations have been asking for. ONCA will come with a new nonprofit registration process allowing open access to comprehensive data on the sector. The current Ontario Corporations Act has also been subject to minor amendments to make it easier for nonprofits to operate (such as giving notice of general meetings via email) in the meantime. Organizations will have three years after proclamation to come into conformity with the new act. The regulations are still being developed so important details are not yet known to inform changes to your bylaws and articles. This is why ONN is recommending that, unless you have pressing concerns that require you to revamp your bylaws, you wait until regulations are complete. Learn more: [Community Legal Education Ontario](#) (CLEO) has a website dedicated to providing easily accessible and accurate information on the Ontario Corporations Act and ONCA.

The Governance Committee has looked at both current and pending legislation. ONCA – the pending Ontario Nonprofit Corporations Act was passed in 2010 but has not yet been proclaimed. That is supposed to happen some time in early 2020. The Ontario Nonprofit Network is advising organizations to wait until ONCA's fate is settled before making changes. Regulations are still being developed and things are still in flux.

If ONCA doesn't go into effect, it will sunset and go away completely. If it does go into effect, we will have three years to become compliant. Since we don't have any pressing matters that we need to address – we have decided to heed ONN's advice and wait to understand what the legislation looks like before trying to comply with it.

## Establish a proxy process

- Last year, we decided that we need clear rules for managing proxy voting

**Our primary goal was to make sure that people could not unfairly hijack a Members' meeting by abusing a poorly-specified proxy voting process.**

- We have decided that, for now, our process will be "We don't accept proxies"
- This will have to change if ONCA comes into force, but for now, we think that "No proxy" is the best choice



The Governance Committee will address requirements for ONCA compliance once details become clear and are enacted into law.

A year ago, we organized a Special Members' meeting to save CSS. GWSA's bylaws allow for proxy voting at the discretion of the Board. Some people planned to collect lots of proxies to use at the meeting. We anticipated a big, nasty mess.

We were unable to determine from the 2018 Board what GWSA's rules are for proxy voting. Maybe there aren't any agreed rules.

Ultimately, we reached an informal agreement with the 2018 Board to not allow anyone to vote by proxy at the Special Members' meeting. And we decided to fix the process.

## Why proxy voting is desirable

- ❑ Proxy voting enables people who cannot attend the meeting to vote on issues they care about
- ❑ Some GWSA members do find it difficult or costly to attend meetings, so this service might be of genuine value for these members.

## Problems associated with proxy voting

- ❑ Proxy voting is most important, and most risk-prone, when a controversial matter comes before the members
- ❑ When someone comes to the meeting with a stack of proxies:
  - ❑ How do we know that the people who allegedly gave their proxies to this person actually agreed to this?
  - ❑ People often tell their proxy (the person who will vote for them) to vote a certain way. How do we know the proxy holder is casting the agreed vote?
  - ❑ A person who brings a LOT of proxies can surprise everyone and take over the meeting
  - ❑ The people who agreed to assign their votes might have been willing to change their mind after hearing arguments, but they have delegated away their judgment

## Last year's proxy proposal

- ❑ We created a simple, standard form for one person to assign their vote to a person who would stand in as their proxy (who would vote for them)
  - ❑ That form was probably OK
- ❑ We wanted a process that everyone would trust if it was used in a contentious meeting:
  - ❑ We outlined a process for contacting every person who (allegedly) signed such a form so that we could confirm that they had in fact understood what they were agreeing to and that they had in fact agreed to assign their vote.
  - ❑ This process of authenticating proxies would be done by a third party.
- ❑ **THIS PROCESS WOULD BE SLOW AND EXPENSIVE**



## Proxy authentication would be slow & expensive

- ❑ Proxy voting has rarely been done at GWSA meetings
- ❑ Rather than creating a complex new process that very few (if any) people would actually use, we decided to put this on hold
  - ❑ If people come to us and say that they really want to be able to vote by proxy, we will reconsider the decision
  - ❑ If ONCA requires us to create a process, we will do whatever ONCA requires
- ❑ Our primary goal was to make sure that people could not unfairly hijack a Members' meeting by abusing a poorly-specified proxy voting process. The decision (for now) to not allow proxies meets that goal.

## Align policies and procedures with by-laws and Community Benefits Agreement

- ✓ Reviewed and modified, where necessary, committee terms of reference to ensure compliance with by-laws and Community Benefits Agreement.
- ✓ Improved management of Governance documents



We were asked to review past and present policies as well as current versions to evaluate recent changes, reverse any policy changes that were not in compliance with the Community Benefit Agreement or By-Law, and ensure ONCA compliance and eliminate any conflicts. (AGM June 2019):

Action:

The Governance Committee has reviewed and revised Terms of Reference for all Committees to ensure they were in compliance with the Community Benefits Agreement and By-Law. We've introduced a "Terms of Reference Template" to promote consistency and eliminate conflicts with Policies or By-law. The Template stipulates that each Committee include a City of Guelph employee, if the City chooses to appoint someone. We have addressed any areas found out of compliance with either the by-laws or the CBA.

The Governance Committee also needs to ensure that governance documents are properly maintained. We've improved our tracking of that. And, the Governance Committee has developed a living Action Plan to prioritize and track our progress with all Committee responsibilities.



## Changes to the Succession Planning & Nomination Committee

- ✓ Composition of committee reducing influence of Executives
- ✓ Adopt a skills-focused approach to nominations
- ✓ Recommit to 6-year term limits for Directors
  - ✓ Provide examples of how to count partial years of service



One of the most important places we've made changes is with the Succession Planning & Nominations Committee. If we get the right Directors on the Board, a lot of other problems will take care of themselves. Previously, the Succession Planning and Nomination Committee included the President and the Vice-President. We changed the composition of that committee to provide more membership input into who joins the Board. The Committee now comprises 5 members: a Board member (appointed by the President), a former Board member, a City employee, and two active GWSA members, one of whom has leadership experience. This reduces influence of current Board Executive. Further, the Committee shall also choose its own chair. We wanted to make sure this committee operated independently. We think having more perspectives on the committee will lead to a wider variety of perspectives on the Board.

New Responsibilities have been introduced so that the Committee will actively recruit individuals to fill "skills gaps" that are projected to occur as a result of Director retirements and resignations.

To cushion the impact of possible Board turnover, we have added a new requirement that terms of office shall be staggered.

The GWSA by-laws set a 6 year term limit for Directors. That limit wasn't always followed by our predecessors. So, the updates to the Succession Planning & Nominating Committee reaffirm the GWSA's commitment to a term limit of six consecutive years for a Director followed by a minimum of two years out of the Director role before the individual is again eligible to serve as a Director. The Terms of Reference now include include several examples of how partial years of service should be counted.

## Restore CSS Programs

- ✓ All but one program continued without interruption
- ✓ Recaptured United Way funding
- ✓ Voted to use GWSA funds to replace money lost before new Board took over



The events in the Spring were primarily driven by our membership's desire to save the Community Support Services program. Those of you who attended the AGM meeting in June have already had an update. But, in case you missed it, here are the highlights.

All but one program continued without interruption.

We were able to recapture the United Way funding for the next year. We have to meet two conditions: meet the program delivery objectives and fix the Governance problems

We missed a couple of sessions run by one of our dietitians because the money was lost before the new Board was in place. That is corrected now. The new Board voted to dip into the GWSA's reserves to fund the program and we hope our original donor can find money for us again in the next funding cycle.

## Rehire CSS employees

- ✓ All staff returned on July 1
  - ✓ We hired replacements for our two retirees
- Replaced 3 outdated computers for CSS



Positions where staff were displaced in the Spring have been rehired, with staff compensated as appropriate. Reinstating these positions allows us to provide continuity of support for members most in need.

Maryanne Wilford retired to step into her new role as grandmother. We just couldn't compete with her first grandchild!

To provide continued leadership, the Board undertook a comprehensive process to hire Cheri Herdman as the new manager for CSS. You can chat with Cheri after our meeting.

Pat Gage's last official day of work is later this week. We've found our new Administrative Assistant who will be starting work on January 7. Pat has agreed to come back for 32 hours in January to train her.

Neither Maryanne nor Pat's departure came as a surprise to those who knew them.

The Governance Committee has developed a revised Position Description for the CSS Manager and New Terms of Reference for the CSS Staff Advisory Committee to

ensure activities are supported and continue to be aligned with community needs. Position Descriptions have also been revised for the CSS Administrative Assistant, CSS Community Eat Well Co-ordinator, the CSS Feeling Better Move Well Co-ordinator, and the CSS Outreach Program Co-ordinator.

The Board recently purchased replacement computers to provide CSS staff with the tools they need for the job. Previous computers used by CSS were outdated and could no longer be upgraded.

## Renew and comply with the Community Benefits Agreement with the City of Guelph

- A few more hours of non-exclusive use of the facilities on the weekends
- Access to our membership list for improved communications
- CSS or CSS-like programs are required as part of the CBA



The Community Benefits agreement is being renewed with the City of Guelph as part of our joint commitment to CSS programs and our partnership with the City. In the renewal, we have three changes

A few more hours of non-exclusive use of the facilities on the weekends. Every time I give someone a tour of the Evergreen Centre, they comment about what a busy, vibrant place it is. That makes me very happy but it also points to the fact that we can always use more space for our programs. So, we asked for a few more hours of use.

We also asked for access to our membership list so we can do a better job of communicating with our members.

We intend to be very careful about how we use that information. To that end, Cem Kaner will be leading a committee to overhaul the GWSA Privacy Policy. You might have read about that on page 6 of the November Sentinel. If you didn't, you can get a copy from Cem or read it online.

The final change was to the language describing Community Support Services. The new language reflects the spirit of CSS without tying us to the specific programs we

have today. Those supportive programs are a centerpiece of the CBA and reflect a deep commitment to the programs on the part of the City as well as the Board.



Today, we have the signing ceremony for the new GWSA – City of Guelph Community Benefits Agreement.

We've invited City Councillors to make a few remarks and celebrate with us

Remarks from City Councillors . . .