

# June Board Meeting

Wednesday, June 17, 2020

## Agenda

- 1.0 Call to Order
- 2.0 Information Items
- 3.0 Consent Agenda
- 4.0 Adoption of the Agenda
- 5.0 Treasurer's Report
- 6.0 Business Carried Forward
  - 6.1 Adam Rutherford: Update from the City
  - 6.2 MailChimp Standard Plan June 30
  - 6.3 Cem Kaner and Roger Stevens: Selecting corporate counsel
- 7.0 New Business
  - 7.1 Brian Smith: Suggestion for by-law change
- 8.0 Next meeting - To be announced
- 9.0 Adjournment

## Meeting Attendance

### In Attendance

Becky Fiedler, Tonie Sacchetti, Ann Grant, Brian Smith, Ross Knechtel, Ken Fugler, Mike Woof, Pat Gage, Roger Stevens, Kerry Detlor, Athar Khan, Cem Kaner

### Regrets

Adam Rutherford

### 1.0 Call to Order

Chair of the Meeting: Becky Fiedler

Meeting location: Zoom videoconferencing platform

### Notes and Action Items

Becky called the meeting to order at 9:36am

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### 2.0 Information Items

- Brian Smith shared a Toronto Star article about challenges of a tennis club in addressing the liability problems of a pandemic.

- Thank you to Gail Moore and Ross K for the Guelph Today ad recruiting new Directors. A small page appears on the Guelph Today landing page. The complete ad is attached.
  - The Program Committee met on June 4. The not-yet-approved draft of the minutes from that meeting provide information about the group's discussion and concerns.
  - Community Support Services submitted a proposal to the United Way in the amount of \$78,020.34. On June 16, we were notified that UW has funded the proposal for \$40K. The proposal is to extend the current pandemic response activities. Areas addressed will include food security; social inclusion (phone lines); and information and navigation. Cheri will be working with UW to modify the plans.
  - We (Cem, Pat, Adam, Cheri and Becky) decided not to submit the iPad initiative to the current UW program in favour of the Trillium Foundation program at a later date. We are still trying to figure out how to solve the Internet access problem.
  - The United Way and Guelph Community Foundation have launched a podcast to tell the stories of agencies who have received funding through the COVID-19 Community Response Fund. Cheri Herdman, CSS Manager, has been invited as a guest. Air date: TBA
  - On June 12, Roger emailed a copy of the Auditors Board information to all Directors.
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### **3.0 Consent Agenda**

#### **Motion**

ACT EVE 10 was removed from Consent Agenda for further discussion.

Brian moved to accept the Governance Committee meeting minutes. Cem seconded. The motion carried.

#### **Notes and Action Items**

Pat Gage questioned the position title "Senior Program & Partnership Co-ordinator" which was replaced with City of Guelph's Program Coordinator. Brian told the Board the policy change addressed was to make clear that Activity Groups should not hold bank accounts. After extensive discussion, the Governance Committee-recommended language ("Activity groups are not permitted to hold accounts with financial institutions unless approved by the Finance Committee") was accepted.

Roger moved to ACT EVE 10 with the inclusion of changes to Tonie's job title in ACT EVE Policy 10 Activity Groups as discussed. Ken seconded the motion. All were in favour. Motion carried.

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### **4.0 Adoption of the Agenda**

#### **Motion**

Pat moved to adopt the agenda as published. Brian seconded. All were in favour. Motion carried.

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## **5.0 Treasurer's Report**

Roger emailed the April financial statements to the Board on Tuesday, June 9. He offered to return dues to the Pickle Ball group due to covid-19 closures. The group declined and proposed moving their money over to next year. These adjustments will be made in future record keeping. .

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## **6.0 Business Carried Forward**

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### **6.1 Adam Rutherford: Update from the City**

#### **Notes and Action Items**

Tonie gave update from Adam:

- City is okay with the mask sale on Tuesday. All will be ready as per Pat's email request.
  - City will be bringing the GWSA into re-opening conversations once through with re-opening pools and camps. This information will be brought forward to the board as soon as possible.
  - City and GWSA to work out reimbursements/reduction of CBA amounts once we have a better understanding of re-open timelines.
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### **6.2 MailChimp Standard Plan June 30**

Becky reported that the free account will meet GWSA's needs moving forward and no action needs to be taken on this matter.

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### **6.3 Cem Kaner and Roger Stevens: Selecting corporate counsel**

Cem and Roger have retained a Kim Landoni from Nelson, Watson LLP. Although her firm represented the plaintiffs in an earlier employment lawsuit against the GWSA, Kim was not involved. Cem did some due diligence to ensure there were no lingering conflict of interest issues with respect to the firm's previous relationships with other Directors.

Kim is a corporate lawyer with background in not for profit governance work. Her first task was to create a COVID-19 liability waiver which the Board reviewed. They were satisfied with it and adopted for the future.

There was a brief discussion about the need to distinguish between City procedures for individuals coming into the building as opposed to individuals taking part in GWSA activities. This liability waiver will be for GWSA activity group participants only. Details to be worked out regarding who/when/how these waivers should be completed.

Becky moved to adopt the liability waiver as published. Roger seconded. All were in favour. Motion carried.

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## 7.0 New Business

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### 7.1 Brian Smith: Suggestion for by-law change

By provincial order, all organizations are permitted to hold virtual AGMs this year. The Governance Committee is offering a by-law revision that would specifically permit (but not require) alternative-format AGMs in the future.

The current by-law says:

Annual General Meetings shall be called by the Board and shall be no more than fifteen (15) months after the previous Annual General Meeting, and no more than six (6) months after the Fiscal Year End.

The proposal is to add:

From time to time, the Board of Directors may determine to hold the annual general meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. Any member participating by such means is deemed to be present at that meeting.

#### Notes and Action Items

Last time the Governance Committee met, a proposal was brought forward for a by-law change to be presented at the next AGM to permit the Board to host virtual AGM's in the future. Adding this bylaw would allow the GWSA to hold virtual AGM's going forward if necessary.

The Board agreed (by consensus) to offer this by-law change for membership vote at the upcoming AGM.

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## 8.0 Next meeting - To be announced

Have a safe and enjoyable summer!

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## 9.0 Adjournment

### Motion

Mike moved to adjourn the meeting. Brian seconded the motion. All were in favour. Meeting adjourned.

Note: Minutes approved via email on Wednesday, June 17 at 3:25 pm.