

Unionville Home Society

GOVERNANCE COMMITTEE MEETING

AGENDA

Wednesday September 13, 2023

5:00pm – 6:30pm

In-person (UHS Conference Room at Union Villa)/Zoom Meeting (Hybrid)

Committee Members:	Samantha van Velzen (Chair), Philip Enright, Dan Horchik, Philip Gunn (Ex- Officio), Glenn Crosby (IPC), Robert Cattle
UHS Staff:	Abby Katz Starr (CEO), Julie Horne (CFO), Alex Li (Administrative Assistant)

#	Agenda Item	Encl.	Lead	Time
1.	Call to Order		Chair	5:00 – 5:05pm
2.	Roll Call and Appointment of Committee Meeting Chair and Recording Secretary			
3.	Confirmation of Quorum Present			
4.	Confirmation of Proper Notice Given			
5.	Declaration of Conflicts of Interest			
6.	Approval of the Agenda	√		
7.	Approval of the Minutes of April 17, 2023	√	Committee	5:05pm
8.	Business Arising from the Minutes		Committee	5:05 – 5:10pm
9.	New Business 9.1 Terms of Reference 9.2 Future workplan a) 3 By-laws to consider recommendations for election and term limits/procedures b) Final review of Boards Code of Conduct c) Establishing the nominating committee to recruit WG Vice Chair d) Review the CEO Recruitment policy and oversight protocol e) Review of draft revised Board Resource Manual 9.3 Confirming next steps for the Naming Rights Policy	√	Committee	5:10 – 6:25pm
10.	Adjournment/ Date and Time of Next meeting: November 15, 2023		Committee	6:30pm

Unionville Home Society

GOVERNANCE COMMITTEE Meeting

MINUTES

Monday, April 17, 2023

5:00 pm – 6:00pm

In-person (UHS Conference Room at Union Villa)/Zoom Meeting (Hybrid)

Committee Members Present:	Samantha van Velzen (Chair), Dan Horchik, Michelle Tidball, Ted Madden, Philip Gunn (Ex-Officio), Glenn Crosby (IPC)
UHS Staff:	Abby Katz Starr (CEO), Julie Horne (CFO), Alex Li (AA)
Regret:	Philip Enright

1. Call to Order

Samantha van Velzen called the meeting to order at 5:04pm.

2. Roll Call and Appointments of Meeting Chair and Recording Secretary

A roll call was completed. Samantha van Velzen and Alex Li were appointed meeting Chair and Recording Secretary, respectively.

3. Confirmation of Quorum Present

It was declared that a quorum of the Directors was present.

4. Confirmation of Proper Notice Given

All of the Directors having been given proper notice of the meeting and being present or having waived notice, the meeting was declared to be regularly constituted in accordance with the by-laws of the Corporation.

5. Conflict of Interest

No conflicts of interest were declared.

6. Agenda

MOTION BD/23/04/01

The Agenda was approved as presented. The Chair asked for agreement to have an in-camera session at the end of the meeting,

Seconded: Dan Horchik, Carried: Ted Madden

7. Approval of Minutes, September 12, 2022

MOTION BD/23/04/02

The Minutes was approved as presented.

Carried

8. Business Arising from the Minutes

The Chair noted that the code of conduct and new ONCA compliant bylaw would be discussed at a future meeting and that the committee might wish to consider setting up a small sub-committee to do a preliminary review.

Also arising from the minutes was the discussion on the structure of the Governance Committee and how to satisfy the ONCA requirement that each corporation have its own committee. Abby sought advice from our legal team who recommended that the simplest solution would be to name a chair of the Governance Committee that sat on all three Corporation Boards and that the committee be constituted with at least one member of each Corporation Board be on the committee. This way a motion could be made on behalf of each corporation. Samantha offered to sit on foundation Board which would then allow her to continue as Chair of the Governance Committee. This would be put forward at the upcoming AGM.

The same principle would be applied to the Finance and Audit Committee (the other mandated committee for each corporation).

9. New Business

9.1 Investment Policy

Dan Horchik noted for the Governance Committee that he had reviewed the changes discussed at the joint meeting and confirmed that all concerns had been addressed. Audit and Finance Committee will review the risk tolerance level to raise the investment threshold from \$500,000 to \$2.5 million and will bring it forward along with the full investment policy at the UHS board meeting.

Additional suggested changes to the policy to be given to Finance and Audit for consideration: 1) That the Board to be kept informed of the initial appointment and any changes to the CEO delegate and 2) define when the annual review of the policy will occur (i.e. at the audit etc.)

Governance has provided their comments to audit and finance and approved the draft policy for audit and finance with additional comments as noted above.

9.2 Gift Acceptance Policy

The Gift Acceptance Policy was presented to the Committee, and there were no further comments, questions, or issues.

9.3 Naming Rights Policy

Substantial discussion focused on the owner of this policy and it is the collective opinion of the Governance Committee that the Naming Rights Policy is a UHS policy, not a Foundation Board policy.

The CEO was directed to go back to BLG to redraft to reflect it as a UHS policy and there should be clarity that the CEO of the Foundation is also currently the CEO for all the Corporations.


The Governance Committee has reviewed the Naming Rights Policy and decided to postpone the approval until Abby goes back to BLG to amend the Naming Rights Policy.

10. Adjournment

The Committee adjourned the meeting at 6:14pm.

Dan Horchik moved to go in Camera,

Next scheduled meeting: TBD

 NEW UNIONVILLE HOME SOCIETY	POLICY AND PROCEDURE MANUAL
Subject: Governance and Nominating Committees Policy	Policy No.: 2018
	Last Reviewed: [date]
Section: 2000 – Governance	First Approved: May 24, 2011
Approved by: Board of Directors	Total Pages: 3
External References:	

POLICY

The board of directors of each of the Unionville Home Society, Unionville Home Society Foundation and Wyndham Gardens Apartments of Unionville (each a “UHS Corporation” and together, the “UHS Corporations”) have each established a Governance and Nominating Committee in accordance with the by-laws of each UHS Corporation. **[NTD: From a governance perspective, it would be best if each UHS Corporation established its own Governance and Nominating Committee to separately consider the issues relevant to each UHS Corporation and advise the board of each UHS Corporation. To the extent that the committees are composed of the same individuals, the business of each UHS Corporation should be dealt with separately by the group and separate committee minutes should be kept for each UHS Corporation.]** This policy applies to each Governance and Nominating Committee.

PURPOSE

To advise the board of directors of the applicable UHS Corporation (each a “board”) on matters relating to the board’s governance structure and processes, evaluation of the board effectiveness, recruitment, education and evaluation of board members.

RESPONSIBILITIES

Board Recruitment

- Develop for approval by the board, a description of the skills, experience and qualities including diversity of the directors;
- Consider skills, experience, qualities and diversity of current directors to determine board needs; and
- Oversee board recruitment and nomination process and recommend to the board candidates for election at the annual meeting of members.

Board Education

- Ensure a comprehensive orientation session is provided to all new board members; and

Subject: Governance and Nominating Committee Charter	Policy No.: 2018
	Last Reviewed: May 9, 2022

- Oversee board education sessions to ensure board receives periodic education on governance, industry issues and the organization’s operations.

Board Chair

- Ensure succession planning for the office of board chair;
- Oversee and implement the board’s process for selecting a board chair and recommend an individual for election by the board as chair; and
- Make recommendations to the board for vice chairs and other board officers.

Board Committees

- Ensure periodic review and evaluation of committee performance and terms of reference, and make recommendations to the board as required; and
- Recommend to the board, with the input of the chair, nominees for all board committees and committee chairs.

Evaluations

- Establish and implement a program to evaluate board performance including individual director performance, performance of the chair, board committees and committee chairs;
- Consider the results of board evaluations in connection with renewal of the terms of existing directors;
- Review and make recommendations to the board concerning:
 - Board composition;
 - Board size;
 - Board structures;
 - Board policies and procedures;
 - Amendments to articles and by-laws;
 - Board attendance; and
 - Such other matters as may be required by the board, from time to time.

[NTD: Listed here are some “standard” governance and nominating committee responsibilities for review and customization as needed. These largely cover off what you had listed under specific duties as well. We can add some details regarding recruitment if so desired.]

TERMS OF REFERENCE

Membership

The committee for each UHS Corporation shall be composed of a minimum of four (4) members, including a director from the applicable UHS Corporation, who shall also chair the committee.

OR

The committee for each UHS Corporation shall be composed of a minimum of four (4) members, including a director who serves on the board of each UHS Corporation, who shall be the chair of the committee for each UHS Corporation.

Subject: Governance and Nominating Committee Charter	Policy No.: 2018
	Last Reviewed: May 9, 2022

[NTD: We are proposing that while the Governance and Nominating Committee for each UHS Corporation may be composed of the same individuals (as it is now), each UHS Corporation be dealt with separately. So when the individuals meet, they will hold three (3) committee meetings back to back, with the chair of each meeting being a director from the applicable UHS Corporation.] Boards may send a designate to the meeting should the assigned director be unable to attend and that designate shall have all the rights and privileges of the regular member. The Chief Executive Officer may participate on a non-voting basis.

Quorum

The quorum necessary for the transaction of business shall be 51% of the voting members **[including the director member of the applicable UHS Corporation]**.

Meetings

Each committee will meet at least four (4) times a year with additional meetings as it may deem appropriate.

Minutes

Each committee shall update their respective boards on their activities. Minutes of each meeting will be prepared, and reports will be presented at meetings of the applicable boards.

Expenses

All expenses and resources allocated to a Governance and Nominating Committee must be approved by the board of the applicable UHS Corporation.