

Unionville Home Society

GOVERNANCE COMMITTEE MEETING

AGENDA

Tuesday May 21, 2024

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	Enc l.	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 March 18, 2024	√	Chair	5:05pm
8.	Business arising from the Minutes. 8.1 CEO Update 8.2 Nominating Report 8.3 In-Camera Meeting Protocol 8.4 Serious Events (i.e. Fraud) Protocols	√	Abby Katz Starr Glenn Crosby Abby Katz Starr Abby Katz Starr /Committee	5:05-6:30pm
9.	Adjournment/ Date and Time of Next meeting: TBD		Chair	6:30pm

Unionville Home Society

GOVERNANCE COMMITTEE Meeting

MINUTES

Monday, March 18, 2024, 5:00 pm – 6:30pm

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

Committee Members Present:	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 (AA)

1. Call to Order

Samantha van Velzen called the meeting to order at 5:05pm.

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/24/03/18

The Agenda was approved as presented.

Seconded: Philip Gunn Carried: Philip Enright

7. Approval of Minutes, November 21, 2023

MOTION BD/24/03/18

The Minutes was approved as presented.

Seconded: Philip Enright, Carried: Robert Cattle

8. Business Arising from the Minutes

8.1 Code of Conduct Policy

Under section conflict of interest it was amended if a director or officer has a conflict of interest in a matter that, in the ordinary course of the Corporation's business would not require approval of the Board or members, the director or officer shall disclose the conflict of interest to the Chair or President and CEO, as the case may be, or request to have entered in the minutes of Board meetings, the nature and extent of their interest forth wise after the director or officer becomes aware of the matter.

MOTION BD/24/03/18

Agreed to present the draft code of conduct to WGAU Board.

Seconded: Robert Cattle, Carried: Philip Enright

Agreed to present the draft code of conduct to Foundation Board.

Seconded: Philip Enright, Carried: Philip Gunn

Agreed to present the draft code of conduct to UHS Board.

Seconded: Robert Cattle, Carried: Philip Enright

8.2 CEO Performance Appraisal Policy

Philip Enright had drafted the CEO performance appraisal policy retained all the concepts and the made changes to the language and provided more clarity on the mission, vision, and values of the CEO performance report and setting objectives for the next year. Philip Enright will go back and provide more clarity under goal settings, specifically strategic goals and processing for board approval.

MOTION BD/24/03/18

To present agreed upon draft CEO Performance Appraisal Policy to the UHS Board.

Seconded: Glenn Crosby, Carried: Philip Enright

8.3 Board Resource Manual

Robert Cattle presented the Board Resource Manual to the Committee stating there were no significant changes and just made minor language correction. Alex will distribute the existing documents to the rest of the Committee members. Abby will update the language in preparation for the UHS AGM and will be reviewed once again at the next Governance Meeting.

9. Adjournment

Samantha reminded all committee members that she and Robert Cattle will review the Board Resource Manual for the next meeting. Glenn and Philip Enright will review the CEO Recruitment Policy for the next meeting.

MOTION BD/24/03/18

The Committee adjourned the meeting at 6:15pm.

Seconded: Robert Cattle, Carried: Philip Gunn

IN CAMERA POLICY STATEMENT:

Unionville Home Society and its affiliated corporations (“UHS”, the “organization”) support the principles of open, transparent, and accountable governance, outlined in our bylaws. Situations may arise wherein the discussions of the Board of Directors and/or its committees must be kept confidential, such discussions are considered to be “in-camera”.

These meetings serve a legitimate purpose and are accepted principles of good governance; however, their use should be limited to the criteria set out in this policy. In-camera meetings will be used to focus on confidential items and should not be used to keep information secret or to protect an individual or the organization from scrutiny.

SCOPE:

This policy applies to all meetings of the Board of Directors, Board committees and task forces.

POLICY:

This policy provides additional detail to the already established bylaws regarding the rules and procedures of “in-camera” sessions.

Purpose of In-Camera Sessions

From time-to-time discussions of the board must be kept confidential. The following factors support the need for an in-camera session:

- a. Labour relations or human resource issues and employment matters including chief executive officer evaluation or matters relating to management of personnel.
- b. Legal advice which is subject to solicitor/client privilege.
- c. Matters that are or may be the subject of litigation (civil or criminal),
- d. Items concerning negotiations carried out by or for the organization.
- e. Matters involving property where the disclosure of information could reasonably be expected to result in the premature disclosure of a proposal or project or an undue financial loss or gain to a third party.
- f. Items where protection of a third party’s personal or personal health information and privacy is involved.
- g. Matters involving board governance, self-evaluation results, peer review or internal problems
- h. In the case of Internal or external auditors needing to access the board directly.

In-Camera Sessions as a Standing Agenda item

The need to maintain confidentiality of sensitive issues and as a matter of good governance, every meeting agenda shall allocate time for an *in-camera* discussion towards the end of each meeting.

Typically, the need for an *in-camera* meeting shall be determined prior to the meeting so as to provide the necessary documentation for discussion if necessary.

Although in-camera sessions are to be included as an agenda item for every meeting, in-camera discussions are not inevitably required each time. Rather the practice is intended to provide the opportunity as required, to discuss those confidential matters where disclosure to non-board members might be detrimental to an individual or the organization.

Participation

All members of the board or its committees or task forces should not be excluded from discussions of the board except where a conflict of interest is declared or is identified by the chair. The Board Chair will determine and announce who will remain in the meeting and the rationale for excluding any individuals if requested. Allowances can be made to include any parties the Board requires for the specific issues being discussed.

With the consent of the Board or Committee or Task Force, staff members on the advice of the Chief Executive Officer (CEO) may be invited to attend in-camera sessions of the Board.

PROCEDURE:

Agenda

Should a particular matter arise during a meeting that triggers the need for an in-camera meeting under the established criteria, the need for the in-camera item must be called promptly and moved to the end of the agenda wherein the “in-camera” session has already been allocated for this purpose and in-camera meeting procedures shall be followed. Should the Chair feel that the item warrants immediate discussion they can move to amend the agenda and move the “in-camera” time slot up in order to address the issue sooner.

A member may also request the opportunity to go in-camera during the discussion of specific reports and recommendations, based on the defined in-camera criteria set out in this policy

An in-camera item may be waived on an agenda if no member identifies a need.

Materials and Staff Resources

Materials for distribution to the Board members for in-camera meetings are confidential and in-camera discussions of the Board are confidential unless the Board formally decides otherwise. However, it is important to note that in-camera minutes may be used in court. (see reference).

Resolution to go -

A resolution to go in-camera shall be tabled, and the resolution should voluntarily disclose as much information as possible. The resolution must include, at a minimum, the general nature of its subject matter and the fact that the meeting is being closed for this specific reason. A sample motion is provided here:

Sample Motion:

Moved	Seconded
THAT the _____ [Board/Committee] do now go into a closed session to discuss an item which relates to _____ [indicate all that apply] and the following staff members remain in attendance:	
_____.	

Discussion and Voting

The Board or Committee Chairs are responsible for managing the meeting process and must take care to ensure that only those items on the agenda identified to be held in-camera are discussed and that topics

remain focused on sensitive, confidential, or litigious topics and not for special or personal interests or day to day operations.

All persons attending an in-camera session will treat matters and discussion with the utmost confidentiality.

Voting during in-camera meetings is restricted to procedural matters or for giving directions or instructions to officers, employees, or agents of the corporation. The Chair shall prohibit discussion of any matter that was not disclosed in the resolution authorizing the closed meeting.

Minutes

In-camera minutes are taken by the Recording Secretary in order to provide a legal record. In the event the Recording Secretary has been excused from the in-camera portion of the meeting, members present shall appoint a recorder to document the proceedings.

Personal notes shall not be taken by members during in-camera sessions.

Approval of In-camera Minutes

Approval of in-camera minutes shall be at the next in-camera meeting of the board or committee meeting and shall be voted on in closed session.

Access to Records & Records Retention

In-camera minutes and background reports shall be circulated to the members during the appropriate meeting. The minutes and reports shall be collected prior to returning to an open session. All in-camera minutes and background reports shall be held by the Chief Executive Officer (CEO) in a secure location.

When minutes are taken by the Recording Secretary, that person will be responsible for producing the minutes for review and approval at the following meeting, and then once approved, placing them in a sealed envelope marked with the name of the Board, date of the meeting and noted as confidential then placed in a secure locked drawer in the CEO's office.

When the minutes are taken by a board member who has been designated as the recorder to document the proceedings, it will be that person's responsibility to produce the minutes for review and approval at the following meeting, and then once approved, placing them in a sealed envelope marked with the name of the Board, date of the meeting and noted as confidential then given to the CEO to be placed in a secure locked drawer in the CEO's office.

Requirement for Legal Advice

From time to time, the Board(s) may determine that legal advice is needed to consider a confidential matter and the President and CEO and staff should not be involved. When such a situation arises, arrangements have been made with our legal firm Borden Ladner Gervais (BLG) that the Chair may reach out to Melissa Eldridge, Partner, BLG (meldridge@blg.com) or 416-367-6231. She is the one window contact and will ensure that the Chair is connected to the right legal advisor depending on the nature of the concern and will also direct the billing to be made as follows: detailed docket to the Chair for approval and a generic billing to the organization noting the prior approval of the Chair but maintaining confidentiality as to the matter discussed. The documentation/detailed billing will be treated similar to in camera minutes for record keeping and production to the auditors as needed.

Reference

In *Commission scolaire de laval v. Syndicat de l'enseignement de la region de Laval*, 2016 SCC 8 (CanLII), *Guide to Good Governance: Not-for-Profit and Charitable Organizations*, Governance Centre for Excellence (Ontario Hospital Association), 2nd Edition, 2013; millerthompson.com; The Effective Not-for-Profit Board 2013c Deloitte

Versions: June 2010, October 1, 2018, November 8, 2021, March 19, 2024