

Unionville Home Society

GOVERNANCE COMMITTEE MEETING

AGENDA

Wednesday, November 20, 2024

4:00pm – 5:30pm

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

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

#	Agenda Item	Encl.	Lead	Time
1.	Call to Order		Chair	4:00 – 4:05pm
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 Tuesday May 21, 2024	√	Chair	4:05pm
8.	Business arising from the Minutes. 8.1 Nominating Report		Committee	4:05-4:25pm
9.	Adjournment/ Date and Time of Next meeting: TBD		Chair	5:00pm

Unionville Home Society

GOVERNANCE COMMITTEE Meeting

MINUTES

Tuesday, May 21, 2024, 5:00 pm – 6:00pm

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

Committee Members Present:	Samantha van Velzen (Chair), Philip Enright, Dan Horchik, Glenn Crosby (IPC), Robert Cattle
UHS Staff:	Abby Katz Starr (CEO), Alex Li (AA)
Regrets:	Philip Gunn, Julie Horne

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/24/05/21

The Agenda was approved as presented.

Seconded: Robert Cattle, Carried: Philip Enright

7. Approval of Minutes, March 18, 2024

MOTION BD/24/05/21

The Minutes were approved as presented.

Seconded: Philip Enright, Carried: Dan Horchik

8. Business Arising from the Minutes

8.1 CEO Update

The CEO reminded the Committee in preparation of the upcoming 3 Board meetings for all 3 corporations, we will be bringing the following items below on each Board Agenda individually.

1. Code of Conduct Policy,
2. Corporation By-law to consider recommendations for election and term limit.
3. CEO Appraisal and Performance Policy.

The Board resource manual has been reviewed by the Committee. Minor amendments to update the financials will be made and then it will be shared with Board Members upon their request.

MOTION BD/24/05/21

To receive the CEO Report.

Seconded: Dan Horchik, Carried: Philip Enright

8.2 Nominating Report

Glenn Crosby, Chair of the Nominating Committee reported in the status of returning and departing Board members.

MOTION BD/24/05/21

To accept the nominating report.

Seconded: Robert Cattle, Carried: Philip Enright

8.3 In-Camera Meeting Policy

An amendment was made to the policy to allow for direct access to legal advice for the Chairs of the Boards. We have seen that 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/or senior 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 maintain confidentiality as to the matter discussed. The documentation/detailed billing will be treated like in camera minutes for record keeping and production to the auditors as needed.

MOTION BD/24/05/21

Recommendation to bring in-camera meeting protocols to UHS Board.

Seconded: Dan Horchik, Carried: Robert Cattle

Recommendation to bring in-camera meeting protocols to WGAU Board.

Seconded: Dan Horchik, Carried: Robert Cattle

Recommendation to bring in-camera meeting protocols to Foundation Board.

Seconded: Philip Enright, Carried: Dan Horchik

8.4 Serious Events (i.e Fraud) Protocols

The CEO followed protocols in a recent serious incident to notify the Chair of the UHS Board as soon as possible before notifying the rest of the Corporation(s) and Committee(s). The question arises, how do we document a serious incident and ensure proper and timely communication to the Board(s). The CEO will amend the current Serious Incident Protocol to ensure that there is clarity to the process. Philip Enright noted to keep protocols short and to the point and to define what is considered as "serious event". The amended policy will be brought to Governance for review before coming to the Boards'

MOTION BD/24/05/21

Abby to draft and update the serious incident protocol.

Seconded: Dan Horchik, Carried: Robert Cattle

9. Adjournment

The Committee agreed to have a meeting before the UHS AGM to discuss nomination to the Board & Committee.

MOTION BD/24/05/21

The Committee adjourned the meeting at 6:30pm.

Carried