

1 Valleybrook Drive, Suite 201
Toronto, Ontario M3B 2S7
Tel: (416) 447-4348
Fax: (416) 447-8974

" COMMUNITY LIVING ONTARIO GOAL: "That all persons live in a state of dignity, shares in all elements of living in the community, and have the opportunity to participate effectively."

L'OBJECTIF DE L'INTÉGRATION COMMUNAUTAIRE ONTARIO: "Que chaque personne vive avec fierté qu'elle profite des avantages de la vie communautaire, et qu'elle y participe pleinement."

BOARD OF DIRECTORS MEETING

Friday, May 31, 2019

**Sheraton Parkway North Toronto Hotel
Richmond, Hill, Ontario**

6:30 p.m.

"Draft" Minutes

Present:

Jim McNamara, President
Hélène Morin-Chain, Past President
Jill Teeple, Vice President, Director-at-Large
Melissa Young, Director-at-Large
Michael Jacques, Director-at-Large
David Hill, Director-at-Large
Heather Campbell, Director-at-Large
Betty Stone, Director-at-Large
Peter Marrese, Director-at-Large
Maurice Voisin, PEDG Appointed Director-at-Large
Yvonne Spicer, Council Appointed Director-at-Large
Chris Beesley, Secretary, Chief Executive Officer

Via teleconference

Leanne Wheatstone

Regrets

Jack Gillan

Absent

Brittany Manu (arrived at 9:00 pm
was present for in-camera meeting)

Staff:

Keith Dee, Director of Membership and Student Links
Gord Kyle, Director of Social Policy
Sue Talmey, Director of Finance
Linda White, Director Family Collaboration and Community Development
Heather Evans, Managing Director, Community Living Ontario Foundation
Terri Meshwork, Executive Assistant

The Council report was presented by James Taylor in the King City room following dinner. Highlights of the report were as follows:

- Attended the commemoration event in Toronto to honor the closing of institutions.
- Spoke at Queen's Park for the Day at the Legislature on May 6.
- Latest budget announcement with concern over no substantial changes with respect to ODSP and living in poverty.
- Call for Council nominations was sent out to Self-Advocacy groups and EDs across the province.
- Preparing for the Council election and the Community Living Ontario conference and AGM in Thunder Bay.
- Letter addressed to Lisa McLeod by Peggy Sadler MPP London expressing the many attempts to meet with the Minister.

1. Call to Order, Welcome, Introductions – Goal and Declarations of Conflict

The meeting was called to order.

2. There were no declarations of conflict.

3. The goal was recited in both English and French.

4. Quorum was confirmed.

5. Approval of the Agenda

MOTION: 31-05-19 – 01

That the agenda is approved as presented subject to necessary modifications and/or changes that may come up during the meeting.

[Moved by: H  l  ne Morin-Chain

Seconded by: Peter Marrese]

Carried.

Addition:

Add to item 10: Approval of recommendation from Finance Committee on Long Term Investments

6. Approval of the "Consent Agenda"

MOTION: 31-05-19-02

That the Board of Directors accept all items on the "Consent Agenda".

[Moved by: Yvonne Spicer

Seconded by: Michael Jacques]

Carried.

Amendment:

Remove the Council report from the Consent Agenda.

7. **Business arising from Consent Agenda items**

(a) No Presidents report

(b) Update on AGM Committee report re Bylaw consultations on proposed bylaws and further process.

- Under the section "Constitution" we use the "R" word. We asked if there is any requirement for us to list the past names of the Association in our bylaws.
- We should maintain record of name changes in our association records but is not required in the bylaws. "Name" section of the proposed bylaws is deleted.
- Staff will produce a plain language overview and circulate it to members in June along with the final document of proposed bylaw amendments.
- It was asked why our definition of Affiliate Association was to be limited. We recommend that we reinstate language requiring charitable status to the definition of an Affiliate.
- The term "Individual Supporter" be replaced with the term "Friend of Community Living Ontario"
- Community Living Ontario shall be composed of Affiliate Associations...along with friends of Community Living Ontario. But we must prepare good information that can be used at the AGM when issues are raised.
- If we adopt the term "Friend of Community Living Ontario" it was suggested that we rename the lifetime membership category as "Honoured Lifetime Friend of Community Living Ontario" and include a definition.
- Benefits of being a Supporter (Friend) of Community Living Ontario
 - Stand for election to the Board
 - Nominate a person to stand for election to the Board
 - Propose resolutions or bylaw amendments to be debated at the AGM
 - Participate in debate at the AGM or membership meeting (but not to vote on motions).

We are currently looking into this because the current draft does not recognize the other benefits listed above other than stand for election.

- It was agreed that we do not proceed with the proposed elimination of the fundraising section at this year's meeting.
- AGM Process – We do not think there are any ONCA related amendments to the bylaws that will improve the issues of process that were raised. We suggest no bylaw changes be made with respect to this matter.

A June 14th target date was set for distribution of the package to the members with a deadline date of June 26, 2019. There will be one more consultation in August with the PEDG, Family Group and Council. Once the package goes out, there will be no more changes. We are not requesting endorsements just feedback with the recommendations going forward.

MOTION: 31-05-19-03

That the Board of Directors recommend the feedback from the Consultations regarding the proposed Bylaws is approved in principal as presented.

[Moved by: Betty Stone

Seconded by: Yvonne Spicer]

Carried.

(c) **Approval of the Executive Limitation Policies**

MOTION: 31-06-19-04

That the Board of Directors approve the Executive Limitation Policies as presented.

[Moved by: Peter Marrese

Seconded by: Betty Stone]

Carried.

In order to monitor this it was agreed that a checklist or statement of compliance be done annually. A compliance list would be part of the CEO report. Jim suggested a review of the policies by governance take place annually to ensure the Executive Limitations are met. Betty asked if we can insert names and dates on each report.

8. Financial Update Report

MOTION: 31-05-19-05

That the Board of Directors approve the draft audited 2018-2019 Financial Statements as presented.

[Moved by: Hélène Morin-Chain

Seconded by: Yvonne Spicer]

Carried.

Comments

- Community Living Ontario remains in a strong financial position
- There was a surplus of \$144,733 due to a \$150,000 bequest. Otherwise, we would have ended the year with a small operating deficit.
- There are no concerns to report and no significant changes from prior year.
- The Finance Committee suggested putting together a recommendation to determine the value of funds that should be invested in short term and long term instruments based on the needs of the organization.

MOTION: 31-05-19-05

That the Board of Directors approves and accepts the recommendations presented by Chris Beesley and Sue Talmey regarding long and short term Investments.

[Moved by: Hélène Morin-Chain

Seconded by: Jill Teeple]

Carried.

MOTION: 31-05-19-06

That the Board of Directors approve moving \$500,000 from reserves into Long Term Investments and invest according to our Investment Policy along with a proposal submitted by our advisor.

[Moved by: Jill Teeple

Seconded by: H  l  ne Morin-Chain]

Carried unanimously.

9. CACL Project – Housing Taskforce report

Chris gave a brief overview of the Housing Taskforce and update.

- A Housing Taskforce as struck by the Government 4 years ago to look into innovative practices for homes.
- Mandate of reporting back was 3 years.
- This was initiated by the Liberals.
- There has been no release of the report.
- Heard from Ron Pruessen (Taskforce Chair) that he received a request to meet and discuss the report.
- Hopefully, the report should be released soon and Chris will touch base with Ron.

10. New Business/Other

1. **Community Living Ontario Foundation – Foundation draft minutes dated March 31, 2019 and Special meeting of the Board confirming a contractual agreement (MOU) between Community Living Ontario and the Community Living Ontario Foundation**

A March 13th conference call was conducted by the Community Living Ontario Board of Directors. The purpose of the call was to see if the Foundation should go forward based on the Memorandum of Understanding (MOU). We did not reach quorum, so no motion was passed. Therefore, it was agreed that the MOU document be endorsed in principal and a motion be circulated in advance in a standard email conveyed to everyone who was on the March 13th call along with the other board members able to vote. An email was sent on March 18th with a resolution asking each board member to sign and return. The signed resolutions were received on March 21st. (A copy of the March 13th draft minutes and copies of the signed resolution are attached).

This will be addressed further on Saturday, June 1st with a motion put forward.

11. In-camera session

The Board of Directors went in-camera at 9:00 pm and arose without a report.

Adjournment:

9:00 pm

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Jim McNamara, President

Chris Beesley, Secretary

Board of Directors Meeting May 31, 2019
T. Meshwork