



Minutes

Board of Directors Meeting

Date/Time: March 23, 2022, 1:30-3:30 via Microsoft Teams

Attendees: Scott Semple Chair, Jennifer Foster, Emily Leslie, Dr. David Messenger, Dr. Kim Morrison, Pytor Hodgson Marie-Line Jobin, Betty Jo Dean, Carol Ravnaas

Regrets: Brian Devlin

Guests:

Item	Topic	MRP/Action
1.	<p>Orientation to AMHS Education:</p> <p>Not-for-Profit Incorporations Act</p> <p>J. Foster provided a brief introduction to the Ontario Not-for-Profit Corporations Act (ONCA).</p> <p>ONCA came into effect on October 19, 2021 and applies to new and existing Not-for-Profit (NFP) corporations. NFPs have until October 19, 2024, to have their governing documents in compliance with ONCA. If steps are not taken by this date, it will be deemed that NFP's are in compliance with ONCA.</p> <p>Items highlighted included:</p> <p>New rules in ONCA:</p> <ul style="list-style-type: none"> • AMHS is a Public Benefit Corporation (PBC). PBCs have stricter financial reviews requiring audits and stricter reporting requirements. • NFPs can now engage in commercial activities with certain rules. • New requirements for Members and Directors membership, duties, powers, and rights. <p>Amending Articles of Incorporation, items to review:</p> <ul style="list-style-type: none"> • Commercial activity – to participate or not. • Corporations are required to have a dissolution clause in the Articles. • Membership classes – if more than one class of membership, will need to amend the Articles and set out a statement of purpose reflective of current and future activities and ensure there are no conflicts. <p>Amending Bylaws, items to review:</p> <p>Looking at mostly Directors/Members issues and membership.</p> <ul style="list-style-type: none"> • Qualifying membership within the Bylaws. • Setting the Director's term of office between 1-4 years. • Bylaws can set out circumstances and methods by which the Board can discipline or terminate a Director/Member. 	

Item	Topic	MRP/Action
	<ul style="list-style-type: none"> • Adds rights to members not physically present at meetings to vote – electronically or by written resolution. • Can state people are automatically directors by virtue of office. • Qualifications of Directors can be set out in the Bylaws. • More rights are expanded to members in terms of bringing issues forward to be addressed. 10% or less of members if stated in bylaws, can call a meeting and directors must comply. Members can now vote on matters concerning the corporation. • Set out what voting mechanism is required for certain decisions e.g. 80% of the membership voting. • Negative voting – if Director is not present to vote, they are deemed to consent unless they register dissent. <p>Decisions will need to be made before reviewing and making changes to AMHS Articles of Incorporation and Bylaws. Changes will depend on what the AMHS Board wants to move forward, realizing that some mandatory changes may be required.</p>	
2.	<p>Welcome Declaration of Conflict of Interest</p> <p>S. Semple welcomed Board members to the meeting. No conflicts of interest were declared.</p>	
3.	<p>Consent Agenda Items</p> <ul style="list-style-type: none"> a) Approval of the Agenda b) In-Camera minutes January 26, 2022 c) Minutes of February 23, 2022 d) Approval of Vote for Ameresco Settlement e) Revised Board Work Plan f) Cultural Values Engagement Slide Deck <p>Moved by: Dr. Messenger, seconded by E. Leslie MOTION: That the Consent Agenda items of March 23, 2022, be approved with a correction to the Minutes of February 23, 2022, to remove Dr. Morrison as an attendee. Carried</p>	
4.	<p>MCAA CAPS Review 2022/23 Budget Review and Approval</p> <p>Ontario Health has extended the current MCAA for 2022/23 with the same conditions. Although Ontario Health does not require a CAPS budget for 2022/23 to be submitted, AMHS has prepared a budget with which to operate and is</p>	

Item	Topic	MRP/Action
	<p>requesting the Board approve the budget. Budget figures will be submitted to Ontario Health through the quarterly submission process.</p> <p>The budget was developed with input from the Leadership Team following detailed reviews with Program Managers. Overall, the budget takes a conservative approach and will ensure the core services and needs of the agency are met.</p> <p>B. Dean provided detailed information on two previous years' actuals and the budget request for 2022-23. The information included total budgeted revenue and recoveries, expenses, highlights of the variances budgeted, and information on reporting and process. If additional funding is received, a revised budget will be presented to the Board for approval.</p> <p>Moved by Dr. Messenger, seconded by Dr. Morrison MOTION: That the AMHS Board of Directors approve the budget request for 2022-23 as presented. Carried.</p>	
5.	<p>Board Governance Working Committee Membership</p> <p>Discussion ensued regarding convening a Board Governance Working Committee.</p> <p>The Board Governance Working Committee is being convened for two reasons:</p> <ol style="list-style-type: none"> 1. To review governance documents regarding Board composition and succession planning to prepare for elections at the AMHS AGM in September 2022. 2. To review Articles of Incorporation and Bylaws to comply with the Not-for-Profit Corporations Act. <p>The Board Governance Working Committee will comprise J. Foster, M. Jobin, P. Hodgson, C. Ravnaas, and B. Dean with D. Jones providing administrative support. Recommendations will be presented to the Board for approval.</p> <p>Moved by E. Leslie, seconded by Dr. Morrison THAT: The Board Governance Working Committee be formed with the above-noted members. CARRIED</p>	
6.	<p>Review of Board Policies</p> <ol style="list-style-type: none"> a) Board Meetings Board meeting dates and times are not currently posted on the AMHS website. 	Board meeting dates and times will be posted on the AMHS website with

Item	Topic	MRP/Action
	<p>b) Committees of the Board Discussion ensued regarding The Executive Committee. More research is needed to determine if an Executive Committee is needed or if required, what amendments are required to the current policy.</p> <p>c) Minutes of the Board Minutes of the Board once approved are posted on the AMHS website. J. Foster will research if minutes are legally required to be posted publicly.</p> <p>The Minutes of the Board policy did not require any updates.</p> <p>d) Collaborative Governance A discussion was held on the need to reframe language in the Collaborative Governance Policy regarding the Focused Board Recruitment list indicating who is sitting on the Board. Reframing the language needs to happen across the board for AMHS. P. Hodgson requested that the Focused Board Recruitment list in all locations be updated to state his position as Member: Indigenous Community.</p> <p>Board recruitment was focused on collaborative governance to include representatives from other organizations to bring experience and a diversity of perspectives to the AMHS Board and not to represent home organizations.</p> <p>Collaborative Governance will be reviewed by the Board Governance Working Committee. Moving forward, the Committee could look at how do we share consistently among boards.</p> <p>The Chair requested that each Board members send an email to D. Jones stating how they see themselves represented on the Board as well as forwarding any information on Board representation that is felt to be missing.</p> <p>The Client Family Advisory Council (CFAC) has put forward a new representative to join the AMHS Board. An application was forwarded to the candidate with no response. D. Jones will follow up.</p>	<p>contact information to provide potential attendees with more information and any stipulations for attending an AMHS Board meeting.</p> <p>JEL to provide how many people are viewing the minutes.</p> <p>J. Foster to research if minutes are a legal requirement to be posted</p> <p>Board members to send an email to D. Jones stating how they see themselves represented on the Board.</p> <p>D. Jones to follow up with the CFAC candidate.</p>
7.	<p>Joint Executive Leadership Report</p> <p>C. Ravnaas and B. Dean provided a brief overview of the pre-circulated Joint Executive Leadership Report. Information regarding the Integrated Care Hub (ICH)</p>	

Item	Topic	MRP/Action
	<p>was provided with more information forthcoming, The COVID self-isolation centre is projected to close after the first quarter of 2022-23 as funding to run the program will cease then. The agency is in the final stages of the policy implementation for full vaccination. An update on the Culture Values Engagement Survey was provided. Financial and service status, as well as risk items during this period, were provided.</p> <p>Moved by M. Jobin, seconded by E. Leslie THAT: The Joint Executive Leadership Report be accepted CARRIED</p>	
8.	<p>Other/New Business</p> <p>a) b)</p>	
9.	<p>Round Table</p>	
10.	<p>Adjournment</p> <p>On a motion by M. Jobin, seconded by Dr. Morrison, the meeting was adjourned.</p>	
11.	<p>Date of Next Meeting April 27, 2022</p> <ul style="list-style-type: none"> - Education Session - Quality and Risk - Approval of 2022/23 Joint Executive Work Plan and QIP Approval 	

Board Portal: <https://board.amhs-kfla.ca/wp-login.php>

Chair: Scott Semple
Vice-Chair: Jennifer Foster
Secretary: Emily Leslie
Treasurer: Dr. David Messenger