

**APRIL BOARD OF DIRECTORS' MEETING**

Minutes

April 12 2021

Present: Bonnie Roynon (President) Harry Fry
 Robert Fetterly Lori Venasse
 Ranjan Rupal Jo-Anne Welton
 Drew Mitchell Shawna Mitchell
 Sharon Fung

Sherry Carnevale, Executive Director

Guests: **Nancy Partridge** RBC Investment Advisor
Steven Tripodi RBC Investment Advisor
Mitch Bethune Director, Corporate Services

1.	<p>CALL TO ORDER</p> <p>The President called the meeting to order at 6:00 p.m. The mission and vision statements were read in French by Shawna Mitchell & in English by Lori Venasse. The President welcomed Nancy Partridge and Steven Tripodi from RBC.</p>	
2.	<p>APPROVAL OF AGENDA</p> <p>0030-21 It was moved by Jo-Anne Welton and seconded by Harry Fry</p> <p>“that the agenda be approved as amended and that the Board approve the agenda subject to any changes needed before or during the meeting”</p>	CARRIED
3.	<p>DECLARATION OF CONFLICT OF INTEREST</p> <p>No conflicts</p>	
4.	<p>BOARD EDUCATION</p> <p>4.1 RBC</p> <p>Nancy and Steven presented information to the board members regarding a TD Ultra Short Term Investment vehicle and a Bank of Montreal Principal Protected Notes. Guests answered questions from Board members. The President thanked Nancy and Steven for their presentation. Board members can reference the presentation materials on SharePoint.</p>	
5.	<p>MINUTES OF March 8, 2021 BOARD OF DIRECTORS' MEETING</p> <p>0031-21 It was moved by Lori Venasse and seconded by Jo-Anne Welton</p> <p>“that the minutes of March 8 2021 Board of Directors' Meeting be approved as presented.”</p>	CARRIED
6.	<p>CONSENT AGENDA</p> <p>6.1 Executive Director's Report</p> <p>Accepted as presented</p>	

7.	<p>BOARD ANNUAL AGENDA</p> <p>7.1 Committee Established for AGM The board discussed the Annual General Meeting scheduled Monday, June 21 2021. Robert Fetterly is the nominating chair and agreed to act as the AGM Committee Chair. The board plan for a virtual meeting and further discussion to be had at the next meeting.</p> <p>0032-21 It was moved by Lori Venasse and seconded by Shawna Mitchell “that Robert Fetterly chair the AGM committee”</p>	CARRIED
8.	<p>BUSINESS ARISING/GENERATIVE DISCUSSION FROM PREVIOUS MINUTES</p> <p>0033-21 It was moved by Drew Mitchell and seconded by Robert Fetterly “that we go into Committee of the Whole”</p> <p>8.1 CLNB Investment Account Based on the presentation from RBC today, the board discussed the board investment account. The motion will be presented at the next meeting after further discussion between Drew Mitchell, the Executive Director and the Director, Corporate Services.</p> <p>8.2 EL-2 Staff Treatment 0034-21 It was moved by Drew Mitchell and seconded by Lori Venasse “that we amend EL-2 Staff Treatment # 6 to read - Allow a work environment that is disrespectful and lacking in commonly accepted diversity & inclusion practices. and add #7 to read - Allow a permanent position to be filled without commonly accepted interview, recruitment and selection hiring practices.</p> <p>8.3 Membership Drive Board members are reminded to purchase their membership as soon as possible.</p> <p>0035-21 It was moved by Drew Mitchell and seconded by Harry Fry “that we go out of Committee of the Whole”</p>	CARRIED CARRIED
9.	<p>MONITORING REPORT</p> <p>9.1 Monitoring Reports 0036-21 It was moved by Harry Fry and seconded by Robert Fetterly “to certify that the board has read the monitoring report EL-3 Financial Planning and assessed it as providing evidence of compliance with a reasonable interpretation of the policy”</p> <p>0037-21 It was moved by Sharon Fung and seconded by Robert Fetterly “that we amend EL-3 #3 to read “Omits sufficient funds for the Board’s governance functions.””</p> <p>0038-21 It was moved by Shawna Mitchell and seconded by Robert Fetterly “to certify that the board has read the monitoring report EL-10 Public Image and assessed it as providing evidence of compliance with a reasonable interpretation of the policy”</p>	CARRIED CARRIED CARRIED

	0039-21 It was moved by Sharon Fung and seconded by Harry Fry “to certify that the board has read the monitoring report E-5 Reaching Potential and assessed it as providing evidence of compliance with a reasonable interpretation of the policy”	CARRIED
10.	<p>EXECUTIVE DIRECTOR’S NEWS</p> <ul style="list-style-type: none"> • Andrea from the Health Unit has reached out to CLNB and indicated that we can get the vaccines for the remainder of the individuals in group living if we can host a clinic. Unfortunately, this may not work given the logistical requirements. Sherry will follow up with the Health Unit for more information. • Sherry attended a training session two weeks ago from Pooran Law and they recommended a lawyer review the organization’s bylaws in detail before ONCA becomes legislation. The Board discussed purchasing legal services to review the bylaws. <p>0041-21 It was moved by Lori Venasse and seconded by Shawna Mitchell “that the Bylaws be reviewed and updated by a lawyer”</p> <ul style="list-style-type: none"> • CLNB CRA Account The Director of Corporate Services is working to set up access to the online CLNB CRA Account in order to access important documents and provide updates to the CRA. In order to do so, a form is required to be filled out and signed by an authorized Board Member. The Board discussed that as the Treasurer, Drew Mitchell would authorize the form. <p>0042-21 It was moved by Drew Mitchell and seconded by Robert Fetterly “that we authorize Mitch Bethune access the CRA accounts by board member Drew Mitchell (Treasurer) signing the authorization letter”</p> <ul style="list-style-type: none"> • A Conflict of Interest policy has been developed for all employees, board members and volunteers. The declaration form will be filled out when an actual or potential conflict of interest is identified. The form will be part of new board member orientation. • In-camera items follow up with the lawyer: Sherry has discussed what items should be discussed in-camera with the lawyer. They include discussions related to sensitive matters such as employees or board members discussion, legal, property or financial in-camera discussions. The board discussed that a member of the audit committee (Drew Mitchell) will review in-camera minutes with the auditors in May. 	<p>CARRIED</p> <p>CARRIED</p>
11.	<p>IN-CAMERA</p> <p>0043-21 It was moved by Robert Fetterly and seconded by Harry Fry “that we go in-camera”</p> <p>0044-21 It was moved by Lori Venasse and seconded by Robert Fetterly “that we go out of camera”</p> <p>As an outcome of “In Camera” discussions</p> <p>0045-21 It was moved by Drew Mitchell and seconded by Robert Fetterly “that EL-11 Conflict of Interest be created to read: <i>“The Executive Director shall not</i></p>	<p>CARRIED</p> <p>CARRIED</p>

	<i>allow any practice, activity, decision or organizational circumstance that is in conflict of interest. Further, without limiting the scope of the above statement by the following list, the Executive Director shall not: 1. Allow practices that create either a conflict or perceived conflict of interest.”</i>	
12.	BOARD EVALUATION a) Ends: Spent a great deal of energy on Ends focus. No changes. b) Board Governance: Stuck to Board Governance. No changes. c) Order & Decorum: Maintained respect. No changes d) Education: Not really an educational discussion – business. e) Participation: All participated. No change.	
13.	CONFIRMATION OF NEXT MEETING The next Board meeting will be held at Community Living North Bay on Monday, May 10, 2021 6:00 p.m.	
16.	ADJOURNMENT 0046-21 It was moved by Drew Mitchell and seconded by Harry Fry “that the meeting be adjourned at 8:13 PM”.	CARRIED

Bonnie Roynon, President

Sherry Carnevale, Executive Director