

THS Board Meeting (#4)

Minutes

Tuesday, September 25, 2018, 6:30 pm
11 River Street, Toronto, Ontario

Present: Malcolm Bernstein, Martin Buckle, Krista Bulmer, Amanda Frank, Cathy Kinloch, Bronwen Morgan, Peter Newell, Andy Robling, Chris Wood, Angela Young

By Teleconference: Shelley Austin, Emily Pang, Elaine Wong

Staff: Jacques Messier, Claudette Turner (Recording Secretary)

Regrets: Kathy McDonald, Dominique Rousselle, Stephen Steele

1. Regular Business

Malcolm Bernstein called the meeting to order at 6:30 pm.

- 1.1 THAT the agenda be approved.

Moved: Bronwen Morgan Seconded: Andy Robling **Carried.**

- 1.2 THAT the minutes of the August 25, 2018 Board meeting be approved as amended.

Moved: Krista Bulmer Seconded: Bronwen Morgan **Carried.**

- 1.3 THAT the memberships dated August 29, 2018 to September 25, 2018, and all timely renewals be approved.

Moved: Malcolm Bernstein Seconded: Bronwen Morgan **Carried.**

- 1.4 Malcolm provided an update on the November 3, 2018 Board retreat. The reading package will be finalized in the days ahead and will be distributed to the Board and senior management in advance of the Board retreat. Andrew MacLeod will be the facilitator.

- 1.5 With regard to a holiday dinner being planned for the Board and senior management, the following motion was made:

THAT the Board members will pay for their holiday dinner, and senior management's dinner will be paid by the Society.

Moved: Shelley Austin Seconded: Martin Buckle **Carried.**

2. *CEO Report*

Jacques Messier reviewed the financial position of the Society, noting that revenues continue to remain slightly higher than budgeted, largely due to bequests, and expenses are slightly lower than budgeted.

He reported that the OSPCA has confirmed in writing that affiliation with the OSPCA will have no fundraising restrictions and no membership fees, and the Society will not be conducting investigations. The Board congratulated Jacques on his success in developing a co-operative relationship with the OSPCA.

Jacques advised that a postal strike is imminent and the Society has direct mail campaigns that may be directly impacted. He outlined his contingency plans in the event that a strike occurs in order to mitigate potential financial losses. The Board discussed the decreasing relevance of direct mail in the age of social media. However, while direct mail brings in less revenue year over year, it is still a valuable fundraising tool.

Jacques informed the Board of a confidential personnel matter relating to a former employee.

3. *CEO Briefing on Senior HR Structure*

The Board moved in-camera to receive a briefing from Jacques with regard to the senior management structure and succession planning.

4. *Policy Formulation*

Angela Young will assist Claudette Turner with an overall framework inclusive of mapping an inventory of policies to this.

5. *Committee Reports*

Governance Committee – Malcolm reported that the Governance Committee had met the previous day to discuss Board succession in view of 2019 Board director term completions, preparation of a competency matrix and related gap assessment, director recruitment strategy; and AGM planning. Work will be undertaken regarding these matters.

Membership will be discussed at the November Board meeting. Peter Newell and Krista Bulmer will work on an assessment of membership classification and a discussion paper will be drafted for the Board's consideration.

The Governance Committee will review various corporate policies provided by Peter Newell with a view to adapting them for the Society's needs or enhancing policies the Society already has in place.

The Board also discussed separating procedural elements from policy elements in outward facing policies and will look into this further. Angela Young will assist in developing an appropriate framework.

Animal Welfare Committee – Bronwen Morgan reported on the Intake policy. The Committee is focussed on the big picture and relevant questions will be submitted to Malcolm for discussion at the retreat in November.

A very effective working group comprised of both Board and staff has been constituted to help unsocial cats.

The Board thanked Bronwen and the group for their excellent work on the Adoption policy, and Bronwen, in turn, expressed her appreciation to Dominique Rousselle and Shelley Austin for all their work on the policy.

Volunteer Committee – The Board was reminded of the volunteer corn roast the following night.

6. *Other Business*

With regard to risk management, the Board thanked Jacques for his list of potential risks to begin an "enterprise risk management" program. Angela Young will assist in developing a template for crisis management. Interested Board members, including Angela Young, Stephen Steele, Martin Buckle and Malcolm, Jacques, and others in senior management, will work together to develop a discussion paper for the Board retreat.

7. *Next Meetings*

Tuesday, October 30, 6:30 pm

Tuesday, November 27, 6:30 pm

Wednesday, December 12, 6:30 pm (short Board meeting followed by holiday dinner with senior staff)

Tuesday, January 22, 6:30 pm

Tuesday, February 26, 6:30 pm

Tuesday, March 26, 6:30 pm

Tuesday, April 30, 6:30 pm

Tuesday, May 28, 6:30 pm

8. In-Camera

The Board moved in-camera at 8:20 pm and rose at 8:40 pm.

9. Adjournment

The meeting adjourned at 8:40 pm.



Malcolm Bernstein, Chair



Stephen Steele, Secretary-Treasurer

10/30/18

Date

Oct 30 / 18.

Date