

APPROVED: June 22, 2019

**John Howard Society of Saskatchewan
Minutes – Board of Director’s Meeting
April 26, 2019
The Travelodge Hotel, Ascot Room**

Attendees:		
Christine Boyczuk, Chair	Gordon Braun	Peter Braun
Benedict Feist (R)	Robert Kowalchuk (R)	Michelle Caron
Tammy Williams	Wanda Clare	Anna Robinson
JHSS Staff		
Shawn Fraser	Cindy Babcock	Dale Zavislak

ITEM	SPEAKER	NOTES	ACTION/MOTION
1. Call to Order and Opening Remarks	C. Boyczuk	The meeting was called to order at 1:33 p.m. Christine welcomed Board members to the meeting.	
2. Acknowledgement of First Nations People and Treaty Lands		Christine Boyczuk read the acknowledgement of First Nations People and Treaty Lands.	
3. Conflict of Interest Declaration	C. Boyczuk	No conflict of interest was declared by Board members.	
4. Approval of Agenda -	C. Boyczuk	The agenda was approved as presented.	Motion: Moved by Anna Robinson, seconded by Wanda Clare to approve the Board Agenda of April 26, 2019 as presented. CARRIED
5. In-Camera Meeting	C. Boyczuk	The JHSS Board members went In-Camera at 1:34 p.m. JHSS Board of Directors adjourned the in-camera meeting at 2:11 p.m.	Motion: Moved by G. Braun, seconded by C. Boyczuk to move into an in-camera meeting. CARRIED Motion: Moved by Gordon Braun, seconded by C. Boyczuk to adjourn the in-camera meeting. CARRIED

APPROVED

ITEM	SPEAKER	NOTES	ACTION/MOTION
<p>6. Approval of Minutes – February 9, 2019</p>	<p>C. Boyczuk</p>	<p>The minutes of February 9, 2019 were approved as presented.</p>	<p>Motion: Moved by M. Caron, seconded by W. Clare to approve the February 9, 2019 minutes as presented. CARRIED</p>
<p>7. Business Arising ending February 9, 2019</p>	<p>C. Boyczuk</p>	<p>Cedar House Update – Cindy provided an update concerning Cedar House: -there are no legal encumbrances for JHSS to sell Cedar House to the best of our knowledge -Cedar house was put up for sale in March -Listing price is \$319,000 -mortgage payments for new cedar house was not budgeted for and therefore payments are coming out of Provincial office budget until old cedar house is sold and monies are put on new cedar house mortgage -MSS and Sask. Housing Corporation are aware of forgivable loan -total loan to be completely forgiven by 2025 -monthly subsidy is \$1041.66 -JHSS should not lose money on the sale of old cedar house but it will depend on the sale price of the house – unlikely as per finance -old Cedar House was purchased for \$229,000 and no current mortgage exists</p> <p>Imagine Canada Standards & Review of CEO Expenses - Cindy discussed the current process for CEO Expenses and the requirements under Imagine Canada. Current CEO process is expenses reviewed by the Audit & Finance Committee and approved and then go to the Board of Directors as an information item. Imagine Canada advises that expenses of the most Senior staff person (CEO) are reviewed at least annually by a member (s) of the Board. The Board agreed to keep its current process of the Audit and Finance Committee reviewing and approving the CEO expenses on a quarterly basis and providing this information to the Board.</p>	

APPROVED

ITEM	SPEAKER	NOTES	ACTION/MOTION
		<p>Review of Remainder of Business Arising List - Cindy reported she had spoken to the Hub Coordinator for the Province who was going to investigate how JHSS may join Hub Committees in Saskatoon, Regina and Moose Jaw. Determine if there is a common template for the Hubs.</p> <p>Other items were not discussed.</p>	
<p>8. CEO Update</p>	<p>S. Fraser</p>	<p>Social Programs – Saskatoon Branch – Shawn provided brief updates on the current programs in Saskatoon, Regina and Moose Jaw.</p> <p>Meetings – Shawn reported he had met most of the Directors, Staff and Youth in the Homes. He has been meeting with some of JHSS partner organizations such as Justice, Classic Law, and E. Fry. He also met with Jaime for ½ day, as well has had phone calls with John Hutton, JH Manitoba and Catherine Latimer, JH Canada. Shawn has spent time on the budget and hopes to speak to Jaime after Shawn and Dale have put the budget together. He reported that Harvey Linnen, strategic planner is going to speak to the Board at the Board retreat. Shawn spoke to an upcoming grant for a re-integration program in Prince Albert which will help indigenous offenders. He also spoke on a provincial gang strategy which Amanda in Regina branch is working on. Shawn spoke to the Board about the current vacant Director of Finance role. He advised the following:</p> <ul style="list-style-type: none"> - Goal is to post this position next week for Director of Finance - Succession planning is to bring a new person on - Shawn handed out a few copies of the Director, Finance job description and posting - Shawn spoke a bit about Mark’s position and the potential to make it ½ time finance and ½ other job duties that are required to be done – i.e. media - Peter Braun indicated he was concerned about rush to hire and that a plan needs to be in place before we hire the position 	<p>Action: Send program update information to Christine – C. Babcock</p>

APPROVED

ITEM	SPEAKER	NOTES	ACTION/MOTION
		<ul style="list-style-type: none"> - Dale is prepared to stay on longer and is sensitive to the cost factor - Shawn advised he had an operational question for the Board – are they open to the idea – Director role needs to be in an office but does that person have to be in Provincial office – would like to suggest location of position be in Saskatoon or moose jaw? - Suggesting they can work from any office - Dale reported with today’s technology, there is nothing from preventing that position to work remotely - Board Chair asked Cindy thoughts on Director of Finance - Cindy reported Director of Finance role plays an integral part of the Provincial office and a key relationship between the CEO and Director, Finance must exist to ensure continuity, etc. In addition to this, the position should be in close proximity to the Board Chair, members of the Board, A & F Committee and the Business Analyst who reports to this role. Director role is a key position in the Provincial office. - G. Braun advised he was not against the idea of building stronger linkages in other branches but Director of Finance should be located in Regina. This is where a majority of our funders are and focus should be on building the team in Provincial office. - Christine – agreed with comments from G. Braun and Cindy and felt the Provincial office should not be decentralized. - Peter advised he was not opposing the thought of this position working remotely. 	<p style="text-align: right;">Motion: Moved by G. Braun, seconded by A. Robinson to accept the CEO report as presented. CARRIED</p>
<p>9. If Not Us, Then Who?</p>	<p>C. Babcock</p>	<p>Cindy briefly shared a couple of good news stories relating to current partnerships and the positive relationships with these partners.</p>	

APPROVED

ITEM	SPEAKER	NOTES	ACTION/MOTION
<p>10. Financial Update</p>	<p>D. Zavislak G. Braun</p>	<p>Financial update as of March 31, 2019 – Dale provide a brief update to the Board on the financials ending as of March 31. The audit document from our current auditors had been signed off. The Auditors will be coming to JHSS in mid-May with the audit document coming forward to the Audit & Finance Committee on June 4 for review and approval. Dale also reported ministry reports were due April 31, 2019.</p> <p>CEO Expenses - An updated reported was provided to Board members concerning the final expense for the past CEO, Jaime Boldt. They were mostly related to travel.</p>	<p>Motion: Moved by G. Braun, seconded by M. Caron to accept the Financial Update as of March 31, 2019 as presented. CARRIED</p>
<p>11. Governance Committee Report</p>	<p>C. Boyczuk</p>	<p>Update from Chair – Christine reported she had to cancel the April Governance Committee meeting. The Elevator speech had been approved and will be used when doing media and press releases. Healthcare in institutions meeting with minister will be organized since Shawn has arrived. Christine reported a Finance person is needed for the Board, as well as a representative from the Saskatoon area.</p> <p>The February 4, 2019 Governance minutes were approved.</p> <p>Executive Limitations – Christine advised that JH Canada reports very well on Executive Limitations. Christine reported that the Executive Limitations were part of the policy governance and Carver model. The Board reviewed the Executive Limitations and approved them as presented.</p>	<p>The Governance Committee Report was moved for approval by A. Robinson, seconded by W. Clare. CARRIED</p> <p>Motion: Moved by A. Robinson, seconded by G. Braun to approve the Executive Limitations policies as presented. CARRIED</p>
<p>12. Audit & Finance Committee Report</p>	<p>G. Braun</p>	<p>Update from the Chair – G. Braun reported the Audit and Finance Committee meetings had lined up well with the Board meetings. He briefly discussed the financial update.</p> <p>January 29, 2019 minutes – The A & F Committee minutes of January 29, 2019 was reviewed and approved.</p>	<p>Motion: Moved by C. Boyczuk, seconded by P. Braun to approve the Audit & Finance Committee minutes of January 29, 2019. CARRIED</p> <p>Motion: The Audit & Finance Committee Report was moved for approval by C. Boyczuk, seconded by G. Braun. CARRIED</p>

APPROVED

ITEM	SPEAKER	NOTES	ACTION/MOTION
		A motion to accept the Audit & Finance Committee report was put forward.	
13. Funds Development Committee Report	A. Robinson	<p>Update from Chair- A. Robinson reported the Committee had been working on fundraising policies. It is hopeful these policies will be ready for approval at the June Board meeting.</p> <p>The February 19, 2019 minutes were approved under the Funds Development Committee report.</p>	<p>Motion: The Funds Development Committee Report was moved for approval by A. Robinson, seconded by M. Caron. CARRIED</p>
14. New Business	C. Boyczuk	<p>CEO Compensation – C. Boyczuk reported the full compensation package for the CEO had been presented at the In-Camera meeting of the Board. This report was required to also be formally accepted and adopted at the Board of Directors meeting.</p> <p>Appointment of Officers (Approval) – Christine reported the appointment of officers from the Governance Committee which require approval from the Board and this slate will officially be appointed at the June AGM. A motion was put forward to accept the slate of proposed officers for 2019 – 2020.</p> <p>Review of Committees – Christine reported Committees choose their own Chair (based on the bylaws). She asked Board members to let her know should they wish to be a part of another committee. The Audit & Finance Committee will require a new Chair with G. Braun leaving in June.</p> <p>Executive Limitations – Monitoring Schedule – Christine reviewed the monitoring schedule. It identifies which limitations will be reviewed at each Board meeting. Cindy to add limitations not discussed at the January and April Board meeting to June and September, 2019 Board meetings.</p> <p>CEO Succession Plan (motion for approval) – Christine reported that the Board had appointed an Interim Operational Manager (Cindy Babcock) during the</p>	<p>Motion: The CEO Compensation package discussed at the in-camera meeting be formally approved by the Board of Directors. Moved by C. Boyczuk, seconded by M. Caron. CARRIED</p> <p>Motion: Moved by T. Williams, seconded by P. Braun that the slate of executive officers for appointment be approved as presented and be formally appointed at the AGM in June.</p> <p>Action: Adjust the Executive Limitations monitoring schedule to include January and April limitations in June and September reporting schedule – C. Babcock</p>

APPROVED

ITEM	SPEAKER	NOTES	ACTION/MOTION
		<p>period of time of Jaime’s resignation from the organization. She reported that someone is also required while the current CEO is on vacation or absent from the organization. Christine read out the CEO Succession plan as provided to the Board of Directors. The following motion – CEO Succession Plan was put forward for approval:</p> <p>Issue: With recent changes in staffing the Board of Directors were presented with a concern that there was no current plan in place for CEO succession. When the CEO resigned in January, 2019, the Board of Directors appointed an Interim Operational Manager during the period of hiring a new CEO.</p> <p>Key Messages: With respect to CEO and Staff Succession, the CEO shall protect JHSS and the Board of Directors from an unforeseen or sudden loss of such services.</p> <p>Accordingly the CEO shall not:</p> <ol style="list-style-type: none"> 1. Operate without a contingency for the CEO’s absence or incapacity. 2. Operate without a designated second-in-command. 3. Allow senior staff members to be uninformed of the issues and processes of the operation of JHSS and the Board. 4. Allow travel arrangements which involve the CEO and/or the designate to travel identical itineraries. 5. Operate without a short-term and long-term senior staff succession plan <p>Note: The above key message is from the JHSS Executive Limitations policies – Emergency CEO Succession (EL-2).</p>	<p>Motion: Moved by T. Williams, seconded by M. Caron to approve the following recommendation:</p> <p>In order to protect the Board from sudden loss of the CEO services, the CEO may not fail to have at least one other senior staff person kept familiar with Board and CEO issues and processes to perform or facilitate the assumption of the responsibilities of the CEO by such person(s) or others on an interim basis.</p> <p>The JHSS Board of Directors agree JHSS must not operate without a contingency for the CEO’s absence or incapacity. Therefore, the JHSS Board of Directors hereby approve that Cindy Babcock be appointed as the designated second-in-command in the event of a sudden loss of CEO Services, and shall resume the role Acting CEO should this be required.</p>

APPROVED

ITEM	SPEAKER	NOTES	ACTION/MOTION
		<p><u>Current Status:</u> A new CEO has been hired for the role. At this time there is no current senior staff person formally appointed as a designated second-in-command should the CEO be absent or incapacity.</p> <p><u>Recommendations:</u> In order to protect the Board from sudden loss of the CEO services, the CEO may not fail to have at least one other senior staff person kept familiar with Board and CEO issues and processes to perform or facilitate the assumption of the responsibilities of the CEO by such person(s) or others on an interim basis.</p> <p>The JHSS Board of Directors agree JHSS must not operate without a contingency for the CEO's absence or incapacity. Therefore, the JHSS Board of Directors hereby approve that Cindy Babcock be appointed as the designated second-in-command in the event of a sudden loss of CEO Services, and shall resume the role Acting CEO should this be required.</p> <p>Risk Management Report (when report will be presented, annually presented in April) – Christine reported the Board work plan currently identified the Risk Management plan be annually reported to the Board in April. She suggested that the CEO and Director of Finance work together and put a strategy forward on how to introduce the Risk Management Strategy to the organization. JHSS has a solid risk policy that was completed in 2018 but it has not been implemented within the organization. Anna advised that she would provide the name of a risk management application she has used.</p> <p>Health Care in Institutions - Christine asked Board members if they were comfortable with the current plan to meet the Ministry to discuss last year's Audit recommendations and what progress had been made on</p>	<p><u>Action:</u> Provide Risk Management Policy to CEO and Director of Finance for review and develop a plan of strategy to introduce this to the organization – C. Babcock</p> <p><u>Action:</u> Provide name and link for a Risk management app – A. Robinson</p> <p><u>Action:</u> Setup a meeting with Ministry (refer to name under Governance Com minutes) with Christine, Anna, and Ben to attend this meeting with Ministry – C. Babcock</p>

APPROVED

ITEM	SPEAKER	NOTES	ACTION/MOTION
15. Reflecting Strategic Priorities (standing item)	C. Boyczuk	To be discussed at the Board Retreat	
16. Emerging Issues – Administrative Segregation (standing item)	C. Boyczuk	<p>Christine referred Board members to the article sent from JH Canada. She asked the Board if JHSS should develop a policy statement agreeing with JH Canada’s opinion – after 3 days of segregation, a review will be held on each candidate.</p> <p>G. Braun advised that he would take this to the National Board meeting that will be held at the end of May. That JHSS is willing to consider passing a motion that we support a review after a number of days, and believe that there should be a cap on administrative segregation. In Ontario it was 15 days. Beyond 15 days is considered cruel and unusual punishment. Two options were discussed:</p> <p>Option A – G. Braun to discuss at JH Canada Board meeting that JHSS supports their position taken relating to Administrative Segregation.</p> <p>G. Braun will bring this forward to JH Canada Board meeting in May.</p> <p>JHSS June Board meeting - Develop an articulated position\ policy statement. Shawn to share with Board at June Board meeting and also provided to G. Braun for JH Canada meeting. Shawn to contact G. Braun on date of meeting, etc.</p>	<p>Action: Advise JH Canada at their upcoming Board meeting that JHSS supports their position on Administrative Segregation – G. Braun</p> <p>Action: Develop policy/position paper and discuss at Board of Directors meeting as an agenda item for June 22 Board meeting– S. Fraser</p>
17. Upcoming Board Meetings	C. Boyczuk	The upcoming Board meeting and AGM will be held on June 21 and June 22. Location is yet to be determined. June 21 is Aboriginal Day in Saskatchewan. Timing of Board meeting on a Friday was discussed. Important to have earlier than later in the day. Shawn and Cindy to discuss best time. Suggested time of 3:00 p.m. put forward.	

APPROVED

ITEM	SPEAKER	NOTES	ACTION/MOTION
		Christine reported that G. Braun would be stepping down from the Board in June, 2019. He will advise JH Canada board that he is stepping down and a new person to attend national board meetings from JHSS would be appointed. Christine advised that JHSS has a process. Prepare a motion according to JHSS process that C. Boyczuk (past chair) and A. Robinson (current chair) be appointed as the representatives who will attend the JH Canada Board meetings.	Action: Prepare a motion according to the JHSS process to appoint Board members to the JH Canada Board for the June Board meeting – C. Boyczuk/C. Babcock
18. Adjournment	C. Boyczuk	The Board meeting adjourned at 3:58 p.m.	Motion: Moved by T. Williams to adjourn the Board meeting.