

**APPROVED: February 22, 2020**

**John Howard Society of Saskatchewan  
Minutes – Board of Director's Meeting  
September 27, 2019 – 2:00 p.m.  
Hilton Garden Inn, Prince Albert West Boardroom, Saskatoon**

<b>Attendees:</b>		
Anna Robinson, Chair	Christine Boyczuk	Wanda Clare
Peter Braun	Michelle Caron	Ben Feist
Tammy Williams (R)	Tyler Gray	
<b>JHSS Staff</b>		
Shawn Fraser	Cindy Babcock	Echo Qin

ITEM	SPEAKER	NOTES	ACTION/MOTION
<b>1. Call to Order and Opening Remarks</b>	A. Robinson	The meeting was called to order at 2:13 p.m.  Anna welcomed Tyler Gray to the Board meeting. Tyler is a 3 <sup>rd</sup> year law student at U of S. Anna provided a brief background bio of Tyler.	<b>Motion:</b> by C. Boyczuk to call the meeting to order. CARRIED.
<b>2. Acknowledgement of First Nations People and Treaty Lands</b>	A. Robinson	Christine Boyczuk read the acknowledgement of First Nations People and Treaty Lands. It was acknowledged that Board meeting was on Treaty 6 lands.	
<b>3. Motion to Accept New Board Member</b>		Motion made to accept T. Gray as new member of the Board of Directors.	<b>Motion:</b> Moved by M. Caron, seconded by W. Clare to approve Tyler Gray as a new Board member (Item 3). CARRIED.
<b>4. Conflict of Interest Declaration</b>	A. Robinson	No conflict of interest was declared by Board members.	
<b>5. Approval of Agenda – September 27, 2019</b>	A. Robinson	The agenda was approved as presented.	<b>Motion:</b> Moved by T. Gray, seconded by W. Clare to approve the Board Agenda of September 27, 2019 with amendments. CARRIED
<b>6. Review of Board Documents</b>	A Robinson	<b>Questions – Committees</b> Anna Robinson reviewed the discussion questions concerning Committees.	

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		<p>Board of Directors TOR – any issues or changes in keeping with some of Committee questions. Understanding of the terms of ref. TOR for Board of Directors was good</p> <p>Board meeting dates: At the call of the Board chair meeting dates are good.</p> <p><b>Board Composition, Terms of Reference, etc.</b></p> <p>The Board of Director' s &amp; Annual Committee Work plans will be reviewed at the meeting. The Board of Directors approved the Board work plan.</p>	<p><b>Motion:</b> Moved by P. Braun, seconded by W. Clare to approve Board work plan as presented. CARRIED.</p>
<p><b>7. Review of Governance Committee</b></p>	<p>A Robinson C Boyczuk</p>	<p><b>Governance Committee Terms of Reference</b> – Anna reported the Governance Committee is chaired by Christine Boyczuk. The Governance Committee is responsible for reviewing and developing policies, Board education and evaluation, etc. A large part of the Governance committee activities this year has been recruitment of the CEO. Anna advised the work plan of the Committee needs to flow to the Board meeting reports better. Christine advised Board professional development needs to be focused on, and perhaps a governance workshop should be done for the entire Board. At the September Governance Committee meeting it was determined that policies would be reviewed by the Board every two years.</p> <p>Christine reported that the Board evaluation worked well and was very helpful. The Board has talked about a number of opportunities to improve, access to policies and Imagine Canada review and the focus for 2019. The first meeting in February, 2020 will focus on</p> <ul style="list-style-type: none"> <li>- Complete policy on CEO Succession Plan</li> <li>- Advocacy piece with government</li> <li>- Policy review</li> <li>- Health report with the Ministry</li> <li>- Review award nomination for G. Braun</li> </ul>	<p><b>Action:</b> Board and Committee Chairs to review Imagine Canada Standards against their current committees. Imagine Canada guidelines to be sent to Chairs of Committees – Christine\Dot</p>

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		<ul style="list-style-type: none"> <li>- Outline month-by-month items that Committee is going to complete</li> <li>- A substantial piece will be the review the bylaws and Constitution as there are conflicts and inconsistencies between the constitution and the bylaws.</li> <li>- Policies may be reviewed at November Governance Committee meeting</li> </ul> <p>Committee Meeting dates are included in the package for 2019 – 2020. The Board Chair asked Tyler to review the Committee and let her know what committees he might wish to be on.</p>	<p><b>Action:</b> Review Committee Terms of Reference and advise Board Chair what Committees to sit on – T. Gray</p> <p><b>Motion:</b> Moved by C. Boyczuk, seconded by W. Clare to approve Governance Committee work plan. CARRIED.</p>
<p><b>8. Review of Funds Development Committee</b></p>	<p>A Robinson</p>	<p>Anna Robinson discussed the Terms of Reference and Funds Development Committee policies that would be coming forward to the Board meeting tomorrow. She reported the Committee have all struggled with the objectives laid out by this committee. Policies have been developed but where does this committee go from here, what is our focus. The group discussed a number of possibilities going forward:</p> <ul style="list-style-type: none"> <li>- a promotional entity – have a panel/speaker series</li> <li>- promoting JHSS rather than fundraising</li> <li>- host event and build relationships</li> <li>- Shawn spoke of focus on profile, advocacy and community outreach</li> <li>- Public awareness where fundraising is a bonus</li> <li>- Board members suggested public outreach promotion on a smaller scale specific to houses and youth is an idea</li> <li>- Anna advised Funds Development will move towards policy approval and public awareness, outreach which will tie into specific fundraising for housing and youth.</li> </ul> <p>Committee meeting dates are the 3<sup>rd</sup> Friday of the month over the lunch hour.</p>	<p><b>Motion:</b> Moved by M. Caron, seconded by C. Boyczuk to approve the work plan for the Funds Development Committee. CARRIED</p>
<p><b>9. Review of Audit &amp; Finance Committee</b></p>	<p>Anna</p>	<p>Terms of Reference were discussed and the group agreed with the committee objectives presented. It was reported that Tammy Williams had agreed to Chair the Committee. Board members provided input into improvements for reporting. Given the recent transition, Board members have noticed a different format on how</p>	

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		<p>reports are presented to the Board. Members agreed that it is important that the Audit and Finance Committee go in-camera with the Auditor, less Management. The item to be added to duties and responsibilities in the Terms of Reference – item 4.3.</p> <p>Management to look into best practices when selecting Auditor's. Is organization required to switch over Auditor's every so many years?</p> <p>Committee meets at a minimum of 4 times a year. Risk management is a big piece of the Audit &amp; Finance Committee. The Committee agreed to review the Imagine Canada standards and ask Director of Finance how these recommendations will be brought forward (i.e. CRA filing) Look at best practices and ensure remittances are submitted. The Board asked the CEO to prepare a report and ensure appropriate performance evaluation is completed on Director of Finance. There were no changes to the work plan.</p> <p>Motion was made to approve Audit &amp; Finance Committee work plan.</p>	<p><b>Action:</b> Add to Audit &amp; Finance Committee Terms of Reference that the Committee goes in-camera directly with the Auditor, less management. This is specific during Audit process. – Dot</p> <p><b>Action:</b> Prepare report for Board on evaluation of Director of Finance and current process for performance evaluations – S. Fraser</p> <p><b>Motion:</b> Moved by P. Braun, seconded by M. Caron to accept the work plan for the Audit and Finance Committee as presented. CARRIED</p>
<p><b>10. Review of Human Resources Committee</b></p>	<p>A Robinson</p>	<p>Anna reported that the Human Resources Committee required a Chair. This will be discussed at the Board meeting on Saturday. The objectives were agreed upon with the following additions:</p> <ul style="list-style-type: none"> <li>- HR Committee provides advice to the CEO</li> <li>- Review of internal HR policies to be completed and reviewed by the HR Committee</li> </ul> <p>It was agreed that any salary increases, salary negotiation updates or final approval pieces were required to go through the HR Committee. Committee meeting dates are the first Wednesday of each month. A motion was put forward to approve the HR Committee TOR.</p>	<p><b>Action:</b> Revise HR Committee TOR with the following: HR Com. Provides advice to CEO, and review of internal HR policies to be completed and reviewed by HR Committee – CEO/HR Generalist</p> <p><b>Motion:</b> Moved by W. Clare and seconded by P. Braun to approve the TOR with amendments. CARRIED.</p>

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<b>ITEM</b>	<b>SPEAKER</b>	<b>NOTES</b>	<b>ACTION/MOTION</b>
11. Adjournment		The Board of Directors meeting adjourned at 4:07 p.m.	<b>Motion:</b> Moved by P. Braun to adjourn the meeting.