

APPROVED: JUNE 27, 2020



**John Howard Society of Saskatchewan
Board Meeting
April 18, 2020
Minutes**

Present: Anna Robinson, Chair
Christine Boyczuk
Peter Braun
Michelle Caron
Wanda Clare
Benedict Feist
Tyler Gray
Tammy Williams

Staff: Shawn Fraser, CEO
Dot Lambsdown, Board Relations Coordinator
Echo Qin, Director of Finance
Nick Langshaw, Director of Human Resources
Pierre Hawkins, Public Legal Counsel (Agenda item: 11.0)
Blair Roberts, Communications & Administration Officer (Agenda item: 12.1)

1.0 Call to Order and Opening Remarks

The meeting was called to order at 1:00 p.m. Ms. Robinson welcomed Board members and staff to the meeting. It was announced that Mr. Langshaw has joined JHSS as Director of Human Resources and he will attend Board meetings as part of the management team. Ms. Robinson also expressed her appreciation for the support from everyone while she was away due to the passing of her brother. Additionally, on behalf of the Board of Directors, she thanked the management team and staff of JHSS for their dedication to ensure the safety of our clients amidst the added challenges of the COVID-19 pandemic.

2.0 Acknowledgement of First Nations People & Treaty Land

Mr. Gray read the acknowledgement of First Nations People and Treaty Lands. He acknowledged that the Board meeting was on Treaty 4 territory. Mr. Gray shared his hope that the spirit of Treaty guides our work at the John Howard Society of Saskatchewan.

3.0 Agenda

Ms. Robinson invited changes to the agenda. There being no amendments to the agenda, a motion was made to approve the meeting agenda, as follows:

[MOVED BY T. GRAY/ SECONDED BY P. BRAUN] BE IT RESOLVED THAT the agenda of the April 18, 2020 meeting be approved, as presented. **[CARRIED]**

4.0 Conflict of Interest Declaration

Ms. Robinson asked if any director had a conflict of interest to declare. There were no conflicts declared.

5.0 Previous Meeting Minutes

05.1 February 22, 2020 Minutes

Ms. Robinson invited comments on the minutes of the meeting held on February 22, 2020. There being no amendments to the February 22 meeting minutes, a motion was made to approve the minutes, as follows:

[MOVED BY M. CARON/SECONDED BY C. BOYCZUK] BE IT RESOLVED THAT the Board of Directors minutes of the meeting held on February 22, 2020 be approved, as presented.
[CARRIED]

6.0 Business Arising From the Minutes

6.1 Action Items from Previous Board Meetings

The Action Items were reviewed and updated, as follows:

- Board members agreed to remove action items #2 and 3 as they have been deemed completed.

[MOVED BY C. BOYCZUK/SECONDED BY W. CLARE] BE IT RESOLVED THAT the JHSS Board of Directors approve the Action Items, as presented. **[CARRIED]**

7.0 CEO Report to the Board

Mr. Fraser presented the CEO Report to the Board, which was included in the meeting package. Highlights of his report included the following items:

- ENDS Report from February 23, 2020 to April 18, 2020.
- Executive Limitations Compliance – it was noted that the CEO was in compliance on all items, as reported.
- Complaints Report from February to April 2020.
- An update on the costs associated with JHSS' response to the COVID-19 pandemic.
- JHSS will potentially help Oxford House by renting out available JHSS office space in Saskatoon.

There being no further discussion, the CEO Report to the Board was approved, as follows.

[MOVED BY T. GRAY/W. CLARE] BE IT RESOLVED THAT the JHSS Board of Directors approve the CEO Report to the Board, as presented. **[CARRIED]**

8.0 Audit & Finance (A&F) Chair's Report

8.1 Audit Plan Preparation

Ms. Qin explained the process for the JHSS audit year 2019/20, as per the information included in the meeting package. Highlights of the discussion included the following items:

- MWC Chartered Professional Accountants will be performing this audit, as approved by the Board of Directors at the conclusion of the last audit year.
- The Engagement Letter and Questionnaire has been completed and submitted to MWC Chartered Professional Accountants.
- Board of Directors' Signed Memo to MWC Chartered Professional Accountants LLP.
- Management Signed Memo to MWC Chartered Professional Accountants LLP.
- JHSS is preparing for a 'box' audit due to the COVID-19 restrictions.

8.2 Unrestricted Reserve Fund Policy

- At the September 28, 2019 Board meeting management was asked to make a recommendation to the Board regarding what an appropriate amount JHSS should hold in an unrestricted operational reserve fund.
- Management reported that the JHSS has three-months of salaries in an unrestricted reserve; however, does not have an unreserved fund policy for operating expenses.
- It is important that the organization is strategic in how it leverages these resources while keeping the organization in a strong financial position for the future.
- As of April 2020, JHSS had \$1.36 million in unrestricted reserves. An additional \$241,600 are in accounts that must have Ministry approval before they are spent. These funds are replenished by budget surplus the JHSS has at the end of each fiscal year.
- JHSS's capital assets, are as follows:
 - six residential houses: total estimated value of \$1,772,400.
 - Saskatoon office: total estimated value of \$843,500
 - 14 vehicles: total estimated value of \$270,000
- It was noted that as the Audit and Finance Committee has not reviewed management's recommendation, the Board agreed to table this item until the A&F Committee has reviewed and can make a recommendation to the Board.

[MOVED BY C. BOYCZUK/SECONDED BY B. FEIST] BE IT RESOLVED THAT the draft Unrestricted Reserve Fund Policy be tabled until the JHSS Audit & Finance Committee has reviewed the draft policy and can make a recommendation to the JHSS Board of Directors. **[CARRIED]**

Actions:

1. The Audit & Finance Committee bring back a recommendation for an Unrestricted Reserve Fund Policy to the JHSS Board of Directors.

8.3 Funding Options for Lulu's Lodge Project

- Since November 2018, JHSS has operated Regina's first LGBTQ2S youth home, Lulu's Lodge. The program has been well received by the community and steadily maintains a wait list of youth. Last year, JHSS applied for funding from the Saskatchewan Housing Corporation (SHC) to purchase a home for our Lulu's Lodge project and earlier this year we received word that the application was successful.
- On January 14, 2020, SHC issued a letter confirming that our application for funding to purchase a home for the Lulu's Lodge project has been conditionally accepted. The forgivable loan from SHC is worth \$299,970, with JHSS needing to contribute up to an additional \$225,000 to complete the project. On February 22, 2020, the JHSS Board of Directors approved the Director's Borrowing Resolution to conditionally accept the funding from SHC and a property is currently being selected for purchase.
- Management presented funding options for Lulu's Lodge for Board consideration, which was included in the Board meeting package.
- Management proposed that JHSS Access Reserve funding with a plan to replace \$100,000 through a two-year fundraising campaign starting in fall 2020. It was noted that fundraising can distract from an organization's daily work; however, fundraising can also be an opportunity to raise awareness and promote an organization's mandate.

- Using reserve funding to finance the purchase of a home for Lulu's would improve cash flow until more stable funding can be secured for the program at Lulu's. Given the un-solicited community support that we've received for Lulu's Lodge thus far, there is an opportunity to replace some or all of the remaining funding through a fundraising campaign for the project. JHSS hasn't done a lot of fundraising in the past but being able to fundraise for a specific and tangible cause like this can be a good to raise awareness. If we set an ambitious yet achievable target we can make it a success.
- Highlights of the discussion following management's presentation, included the following items:
 - Fundraising post COVID-19 could be challenging with have many competing audiences.
 - We need to be cautious about a need for this project in the future.
 - Have we identified all the risks and have the appropriate mitigation strategies in place to address identified risks?
 - We have already been operating this home for a few years, so we will not be taking on any additional risks regarding renting a home vs owning a home.
 - The Audit & Finance Committee has not reviewed any of the options in advance of this Board meeting.
 - We have already approved the purchase of this home, with the potential of transitioning the home to another organization sometime in the future. We could approve at this meeting as \$100,000 is not a huge ask. Taking out a mortgage of \$100,000 or using reserve funds with a funding raising campaign are both good options.
 - A capital campaign for the full amount needed to purchase Lulu's would be a great community initiative stakeholders could support. This could mean needing to raise up to \$225,000, if necessary, over the next two years. This is an ambitious target, but spread across two years and with a variety of fundraising methods, we believe it is an achievable target.
 - With the cost of renovations and purchase of appliances the mortgage would be \$225,000.
- The Board approved a mortgage with RBC for the Lulu's Lodge Project up to \$225,000 to cover the cost of the house, renovations and appliances, as follows:

[MOVED BY B. FEIST/SECONDED BY P. BRAUN] BE IT RESOLVED THAT the JHSS Board of Directors approve management to secure a mortgage with RBC to purchase a home for the Lulu's Lodge Project in the amount of \$225,000 to cover the cost of the house, renovations and appliances. **[CARRIED]**

Actions:

1. Explore collaborative partnerships and options for the Lulu's Lodge Project.
2. Defer to the Funds Development Committee to pursue options for a capital 'retire the mortgage' fundraising campaign over a two-year period.

There being no further discussion, the Audit & Finance Committee Report was accepted, as presented.

[MOVED BY P. BRAUN/SECONDED BY T. GRAY] BE IT RESOLVED THAT the JHSS Board of Directors accept the Audit and Finance Committee Chair's Report to the Board, as presented. **[CARRIED]**

9.0 **Governance Chair's Report**

Ms. Boyczuk presented the Report of the Governance Committee, which was included in the meeting package. Highlights of the discussion included the following items:

- The Chair of the Governance Committee reported on the March 7 and April 6 meetings.
- The Governance Committee shall ensure that policies are created and reviewed, as scheduled at each Committee meeting.
 - The CEO Recruitment, Selection & Approval Policy was reviewed, and the Board passed a motion, as follows:

[MOVED BY A. ROBINSON/SECONDED BY B. FEIST] BE IT RESOLVED THAT the John Howard Society of Saskatchewan Board of Directors approve the CEO Recruitment, Selection and Approval policy, as recommended by the Governance Committee. **[CARRIED]**

- The JHSS Bylaws were presented for editing at this meeting. It was noted that the JHSS Board of Directors undertook a thorough review of its Bylaws in 2018 as such only two changes were identified for this review cycle. The Committee recommends including statements on the following two subject matters:
 - Meetings may be held online or by teleconference, if required.
 - Voting by Email.The proposed changes were reviewed, and the Board passed a motion to amend the Bylaws, as follows:

[MOVED BY A. ROBINSON/SECONDED BY B. FEIST] BE IT RESOLVED THAT the JHSS Board of Directors approve the JHSS Bylaws, as amended. **[CARRIED]**

Actions:

3. Amend the JHSS Bylaws and bring back to the May 6, 2020 Governance Committee for final review before presentation to the AGM.
 - The Committee reported that, to date there have been no nominations that have come forward for appointment to the JHSS Board of Directors to fill the two vacant board positions.
 - The Governance Committee reviewed Board member terms and will be brought forward for further review at the June Board meeting.
 - The Committee discussed a strategy for each Board member to provide their bio and individual picture for posting on the Board area of the JHSS web site. The criteria for Board member bios were discussed.

Actions:

4. Send emails to board members requesting each member send in their individual picture and bio for the JHSS web site. The criteria for bios will be included in the email.
 - Plans for JHSS' 2020 AGM were discussed including the cost of bringing in a keynote speaker to align with this year's theme, 'Addressing Indigenous Incarceration Rates'. Discussion ensued around developing an alternate plan for the AGM in the event that the COVID-19 restrictions are still in place. The AGM will be held by Zoom video conferencing. Mitigation strategies were discussed around the Zoom video conferencing platform.

- The Board Evaluation and Board member self-assessment have been distributed by email to Board members to complete. The results will be reviewed by the Governance Committee at its May 4 Committee meeting.
- The Governance Committee discussed ways that JHSS can collaborate with the Ministry Corrections & Policing (C&P) to better support incarcerated individuals in the provincial correctional system, as follows:
 - Tour the Saskatoon Correctional Centre
 - Partner with Elizabeth Fry
 - Meet with Ministry of Corrections & Policing (C&P) along with Director Hulet following the Board's tour in Saskatoon
 - Continue to work with prisons who are released specifically for their continued education.
 - Since the February 21, 2020 tour Mr. Fraser noted the following activities and achievements:
 - JHSS has received Ministry approval to shift existing funds to the Adult Reintegration Community (ARC) program and will be able to hire another ARC program position in Prince Albert to address service gaps in that area.
 - JHSS has contacted Regina Housing, who has offered to rent us a six bedroom duplex on a monthly basis. We also submitted a proposal to Justice to operate this house for six months on a cost recovery basis. Besides a difference in age demographic (25+ vs. 45+), the proposal closely reflects the model at Sooksit Lodge and is a tangible way for JHSS to help relieve overcrowding in our institutions.
 - Mr. Fraser will connect with the Canadian Families and Corrections Network (CFCN) an organization that focuses on families, children, and friends who have someone they care about in jail. Their mission is, "to build stronger and safer communities by assisting families affected by criminal behavior, incarceration, and reintegration".
 - The Committee also reviewed as information a document that JHSS practicum student wrote regarding the Financial Implications of Homelessness & Imprisonment.

There being no further discussion, the Governance Committee Report was accepted, as presented.

[MOVED BY C. BOYCZUK/SECONDED BY B. FEIST] BE IT RESOLVED THAT the JHSS Board of Directors accept the Governance Committee Chair's Report to the Board, as presented.
[CARRIED]

10.0 Update From JHSS Public Legal Counsel

An update from JHSS' Public Legal Counsel Pierre Hawkins is a standing agenda item for all JHSS Board meetings. Since the last Public Legal Counsel update, which was provided at the February 22, 2020 JHSS Board meeting, Mr. Hawkins has been working on COVID-19 related issues and the impact this new virus has had on the correctional institutions and those closely associated with, and in these institutions. Highlights of his written report included the following points:

- Prisons pose a unique problem in containing the spread of COVID-19. On March 18, 2020, JHSS first wrote to the Minister of Justice requesting that all necessary steps be taken to ensure that cell occupancy be limited to one person and that inmates in dormitories be able to distance themselves from one-another. That letter was included in his written report. The Ministry responded by laying out the steps it had taken to date.

- The Public Legal Counsel spearheaded a group of four organizations, including the Elizabeth Fry Society of Saskatchewan, CLASSIC (the Saskatoon inner-city legal clinic), and Pro Bono Law Saskatchewan, aiming to make more specific requests for the handling of the crisis in prisons. On April 2, 2020, the group sent a joint letter to the Minister of Corrections and Policing. The Saskatchewan Trial Lawyers Association – Criminal Defence Group, Saskatoon Criminal Defence Lawyers’ Association, and 23 other members of the legal community signed the letter in support. The letter was included in his written report. Under the helpful coordination of Mr. B. Roberts, this letter gained significant media attention. The Ministry repeated its response from our previous letter.

11.0 Funds Development Chair’s Report

Ms. Robinson presented the Report of the Funds Development Committee. The Report was included in the meeting package. Highlights of the discussion included the following items:

- Ms. Robinson reported on the February 28 and March 20 meetings.
- Going forward the ‘CEO Update to Staff’ will be posted on the JHSS intranet site and the ‘CEO Update to the Board’ will be posted to BoardWorks.
- Management provided some ideas on targeted funding for Lulu’s Lodge.
- The JHSS External Communications / Strategy Plan was presented to the Board, as information. Highlights of the discussion included:
 - Since the implementation of the JHSS External Communications / Strategy Plan we have been successfully following it in terms of key messages and objectives in all our communications, including our ‘smart’ not ‘angry’ approach in all our communications.
 - We have been a leading voice in group advocacy efforts in the government response to COVID-19 in prisons – 10 different articles have been released.
 - We had an opportunity to speak to our program excellence i.e. a story regarding those living in our homes and managing these homes and the Fine Options Program.
 - We have increased our communications during the COVID-19 through the CEO Updates to Staff and separately, CEO Updates to the Board.
 - We have been sharing good news stories that have come forward from JHSS staff.
 - A planned press release on Sooksit Lodge will be coming forward in the near future.
 - In measuring success, there has been an increase in JHSS social media followers and regular contact with media outlets.
 - The calendar of events is a living document and is being revised as we move forward with the work.
 - The Board indicated that the communication strategy is already working with the improved visibility of JHSS.

There being no further discussion, the Funds Development Committee Report was accepted, as presented.

[MOVED BY W. CLARE/SECONDED BY M. CARON] BE IT RESOLVED THAT the JHSS Board of Directors accept the Funds Development Committee Chair’s Report to the Board, as presented.
[CARRIED]

12.0 Video Conferencing

Currently, all JHSS Board committee meetings are held using teleconferencing technology. A question was asked at a recent committee meeting if that committee could move to video conferencing. For consistency and to avoid confusion for users, all committees should agree to use one meeting platform.

Currently, teleconference calls are booked through an account that JHSS has with SaskTel which can be quite expensive as the cost is based on length of conference call and the number of participants. Conference calls are limited to audio only which can cause problems with participants simultaneously talking and identifying who is speaking.

With restrictions in place due to the COVID-19 pandemic, JHSS has a video conferencing account with Zoom at \$20 per month. Zoom is a common video chat option that has excellent, user friendly capability, and can be downloaded as an app on someone's phone or used directly from a computer. Whomever is leading the meeting can share their screen with those on the call, allowing them to see anything on the presenter's screen. There is also a chat option.

[MOVED BY T. GRAY/SECONDED BY P. BRAUN] BE IT RESOLVED THAT the JHSS Board of Directors approve the use of a single consistent video meeting platform for all its committee meetings and Board meetings, when required. **[CARRIED]**

13.0 Next Meetings/Events

- AGM & Board meeting In June 2020
- Board meeting September 18/19, 2020

14.0 In-camera Meeting

Mr. Fraser and Ms. Qin left the meeting, as the Board of Directors moved In-camera.

Motion to Move In-camera

[MOVED BY T. GRAY/SECONDED BY M. CARON] BE IT RESOLVED THAT the JHSS Board of Directors approve to move its April 18, 2020 meeting in-camera at 3:10 p.m. **[CARRIED]**

Motion to Reconvene Meeting

[MOVED BY W. CLARE/SECONDED BY M. CARON] BE IT RESOLVED THAT the JHSS Board of Directors approve to reconvene its April 18, 2020 meeting at 3:50 p.m. **[CARRIED]**

15.0 Motion to Adjourn

There being no further business of the Board of Directors, a motion to adjourn was made, as follows:

[MOVED BY P. BRAUN/SECONDED BY W. CLARE] BE IT RESOLVED THAT the Board of Directors approve the adjournment of this meeting on April 18, 2020 at 3:51 p.m. **[CARRIED]**