

APPROVED: Sept 18, 2020



**John Howard Society of Saskatchewan
Board Meeting
June 27, 2020
Minutes**

Present: Anna Robinson, Chair
Christine Boyczuk
Peter Braun
Michelle Caron
Wanda Clare
Benedict Feist
Phaedra Hitchings

Regrets: 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 items: 10.0 & 11.0)

1.0 Call to Order and Opening Remarks

The meeting was called to order at 10:00 a.m. Ms. Robinson welcomed Board members and staff to the meeting.

2.0 Acknowledgement of First Nations People & Treaty Land

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

3.0 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 M. CARON/SECONDED BY B. FEIST] BE IT RESOLVED THAT the JHSS Board of Directors approve to move its June 27, 2020 meeting in-camera at 10:06 a.m. **[CARRIED]**

Motion to Reconvene Meeting

[MOVED BY B. FEIST/SECONDED BY P. BRAUN] BE IT RESOLVED THAT the JHSS Board of Directors approve to reconvene its June 27, 2020 meeting at 10:16 a.m. **[CARRIED]**

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 C. BOYCZUK/ SECONDED BY P. BRAUN] BE IT RESOLVED THAT the agenda of the June 27, 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 April 18, 2020 Minutes

Ms. Robinson invited comments on the minutes of the meeting held on April 18, 2020. There being no amendments to the April 18, 2020 meeting minutes, a motion was made to approve the minutes, as follows:

[MOVED BY C. BOYCZUK/SECONDED BY M. CARON] BE IT RESOLVED THAT the Board of Directors minutes of the meeting held on April 18, 2020 be approved, as presented. **[CARRIED]**

6.0 Ratify E-vote Motion

6.1 Offer on 2078 Toronto Street of April 28, 2020

[MOVED BY P. BRAUN/SECONDED BY M. CARON] THAT the John Howard Society of Saskatchewan purchase the house on 2078 Toronto Street, Regina, SK for Lulu's Lodge Project (JHSS's LGBTQ2S home for youth 16-21 years) in the amount of \$395,000 plus GST in the amount of \$10,000, as approved by the John Howard Society of Saskatchewan Board of Directors. **[CARRIED]**

6.2 Purchase of Replacement Van of June 5, 2020

[MOVED BY B. FEIST/SECONDED BY W. CLARE] THAT the John Howard Society of Saskatchewan approve JHSS management to purchase the 2017 Dodge Caravan with a purchase price of \$19,500 (plus taxes) or the 2015 Dodge Caravan with a purchase price of \$17,000 (+ taxes) for the JHSS Stewart's Place youth home in Regina.

AND THAT, the trade-in value of the 2010 Dodge Grand Caravan will be used to offset this expenditure. **[CARRIED]**

7.0 Business Arising From the Minutes

7.1 Action Items from Previous Board Meetings

The Action Items were reviewed and updated, as follows:

- Board members agreed to remove action items #8 and 10 as they have been deemed completed.

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

8.0 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 April to June 2020.
- Executive Limitations Compliance – it was noted that the CEO was in compliance on all items, as reported.
- Complaints Report from April to June 2020.
- An update on JHSS' continued response to the COVID-19 pandemic.
- A discussion ensued around JHSS being an employer of choice for Indigenous employees. Our new payroll module, PayWorks, will allow us to post jobs which will give us more flexibility in attracting Indigenous candidates. This same system will also allow employees to self-identify.

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

[MOVED BY P. BRAUN/ SECONDED BY C. BOYCZUK] BE IT RESOLVED THAT the JHSS Board of Directors approve the CEO Report to the Board, as presented. **[CARRIED]**

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

9.1.1 Financial Update as of March 31, 2020

The Audit & Finance Committee received the JHSS audited financial statements as of March 31, 2020 as audited by MWC Auditors Clint Ceholski and Jonathan Kristoff who were re-appointed at the June 21, 2019 AGM as John Howard Society of Saskatchewan's external auditor for the year ending March 31, 2020 period. Mr. Ceholski reported that he was pleased to present a clean audit opinion and financial statements. The Auditor commended the JHSS administrative team for the clean audit. After an in-camera session with the external auditors, the Committee made a motion in support of the JHSS Audited Financial Statements for the fiscal year ending March 31, 2020, as included in the Board package. As no further discussion ensued, the Board passed a motion in favour of the Committee's recommendation, as follows:

[MOVED BY P. BRAUN/SECONDED BY M. CARON] BE IT RESOLVED THAT the JHSS Board of Directors approve the JHSS Audited Financial Statements for the fiscal year ending March 31, 2020, as recommended by the Audit & Finance Committee. **[CARRIED]**

The Board expressed their appreciation to the Director of Finance for her good work towards a clean audit for JHSS.

9.1.2 Constructive Services Letter

CEO Shawn Fraser reviewed the Constructive Services Letter and reported there were no issues, as attached. However, there were two areas for improvement, as follows:

- Electronic Funds Transfer (EFT) for purchases (2020)
- Expenditure Coding and Quarterly Funder Review (2020)

Management will provide a response to the Board of Directors with an action plan to address the issues that were identified in the constructive services letter.

9.1.3 Q4 CEO Expense Report

One of the accountabilities of the Audit and Finance Committee of the John Howard Society of Saskatchewan (JHSS) is to review and approve the JHSS CEO Quarterly Report, and then provide the report to the Board of Directors as information, as attached.

The CEO Q4 Report is similar to the previous report with the exception of a few lines added for CEO travel, as follows:

- Added: CEO travel to Saskatoon, Prince Albert and Moose Jaw for CEO expenses related to travel and meetings with staff in the period of Jan to Mar 2020. All expenses are under the CEO limit and supported by receipts and appropriate approvals.

9.1.4 JHSS 2020/21 Budget

The Director of Finance reported there has been no significant changes outside of the impact of COVID-19. JHSS programs are now fully aligned with the Ministry of Social Services. The budget also included funding for continuing education for employees. The 2020/21 Budget has been attached, for Board consideration.

As no further discussion ensued, the Board passed a motion in favour of the Committee's recommendation, as follows:

[MOVED BY P. BRAUN/SECONDED BY M. CARON] BE IT RESOLVED THAT the JHSS Board of Directors approve the JHSS 2020/21 Budget for the fiscal year ending March 31, 2021, as recommended by the Audit & Finance Committee. **[CARRIED]**

9.1.5 Reserve Fund Policy

Management reported that the JHSS has three-months of salaries in an unrestricted reserve; however, does not have an unrestricted reserve fund for operating expenses.

The Audit and Finance Committee had asked management to bring back a recommendation on the amount JHSS should hold in an unrestricted operational reserve to ensure that sufficient funds are available to provide a cushion against any unexpected events, losses of revenue and large unbudgeted expenses.

A decision item was included in the Report, for the Board's consideration.

[MOVED BY B. FEIST/SECONDED BY P. BRAUN] BE IT RESOLVED THAT the JHSS Board of Directors approve management to maintain an unrestricted reserve fund up to \$500,000 for the John Howard Society of Saskatchewan, and to review its unrestricted reserve fund annually as part of the JHSS budget process. **[CARRIED]**

Actions:

1. Add to the Audit & Finance Committee work plan, 'Review JHSS unrestricted reserve fund annually as part of the JHSS budget process'.

9.1.6 Membership Fee Collection Process

A motion was made to defer the membership fee collection process discussion to the Governance Committee Chair's Report, as follows:

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

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]**

9.2 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 May 4 and June 1 meetings.
- The John Howard Society of Saskatchewan (JHSS) AGM has been moved to June 26, 2020 from June 19 to accommodate changes to audit deadlines. Historically, the AGM is opened by various dignitaries who have been invited to bring greetings, as well as various board members are assigned speaking roles.
- CEO Shawn Fraser provided management's plan for JHSS 2019/20 annual report. The annual report will be more condensed from previous years to be more suitable for posting online. Board Chair Anna Robinson agreed to be available to provide any strategic advice to management on the annual report content, as needed.
- Management explained that the Ministry of Corrections and Policing provided JHSS and Elizabeth Fry with information developed by the Ministry of Corrections & Policing regarding the measures the Ministry has been undertaking to ensure the safety of inmates during the COVID-19 pandemic. Mr. Hawkins updated the Committee on the reduction of free calls available to inmates. Mr. Hawkins has filed a Freedom of Information Request regarding inmate access to phone calls.
- Ms. Boyczuk provided an update on the recent meeting of John Howard Canada in which she is a board member.

- The Committee reviewed and approved the draft AGM Notice. The notice will be emailed to all members of the JHSS Board within seven days of the June 26 AGM. It was emailed to all Board members on June 15, 2020.
- The Committee discussed the agenda and script for the 2020 AGM.
- The Board made a motion to defer the review the results of the 2019/20 Board evaluations to the July 6, 2020 Governance Committee meeting, as follows:

[MOVED BY A. ROBINSON/SECONDED BY M. CARON] BE IT RESOLVED THAT the John Howard of Saskatchewan Board of Directors approve to defer the review of the results of the 2019/20 Board evaluations to the July 6, 2020 Governance Committee meeting. **[CARRIED]**

- The JHSS Board of Directors undertook a thorough review of the Bylaws in 2018 and subsequently approved at its 2018/19 AGM. Additions were identified during this year's Bylaw review which is to recommend including two statements on, the following subject matters:
 - Meetings may be held online or by teleconference, if required.
 - Voting by Email.The Committee agreed on the wording for inclusion in the JHSS Bylaws, for approval at the June 26, 2020 Annual General Meeting, as follows:
 - "6.05.01 Although ordinarily held in-person, the three (3) regular fiscal year meetings may also individually be convened by telephone, electronic or other communications facility . The decision to hold a regular meeting by, telephone, electronic or other communications facility is to be determined by a simple majority of votes of Directors. "(June 2020)
 - "6.05.02 Outside of a convened meeting of the Board, the Chairperson may call for a vote by the Board on any matter through electronic mail." (June 2020).
- The Committee reviewed and recommended a new Board policy on requirements around electronic mail voting.

[MOVED BY B. FEIST/SECONDED BY W. CLARE] BE IT RESOLVED THAT the John Howard of Saskatchewan Board of Directors approve the new JHSS Board Electronic Mail Voting policy, as recommended by the Governance Committee. **[CARRIED]**

- Subsequent to the June 1 Governance Committee meeting and after reviewing the Board Code of Conduct Policy, it was discovered that the Board does not have a statement about board members obtaining a Criminal Record Check every three years. The Governance Committee members were asked to vote on a motion to amend the Code of Conduct Policy, which was unanimously approved, as follows:

[MOVED BY A. ROBINSON/P. BRAUN] BE IT RESOLVED THAT the Governance Committee recommend that the JHSS Board of Directors amend the JHSS Board Code of Conduct Policy to include an additional statement under Expectations: "Expected to have a criminal record check every three years."
[CARRIED]

- The slate of officers for approval were brought forward to the June 26, 2020 AGM, for approval, as follows:
 - Jennifer Angus, Moose Jaw
 - Roger Buccsis, Regina
 - Phaedra Hitchings, Saskatoon

- At the Board's Request, an analysis of the organizational policies is to be undertaken during Q1/Q2. That the Governance Committee:
 - review the existing policy summaries (Board and Operational)
 - review and approve the Policy Development Plan (dated May 28, 2020)
 - review and approve three new policies for the organization that were required as a result of the Occupational Health and Safety Audit in February 2020.

[MOVED BY B. FEIST/SECONDED BY W. CLARE] BE IT RESOLVED THAT the John Howard Society of Saskatchewan Board of Directors approve the three OH&S policies: Working Alone Policy, Violence Prevention Policy and Respectful Workplace Policy, as recommended by the Governance Committee. **[CARRIED]**

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

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

9.3 Funds Development Chair's Report

Ms. Robinson presented the Report of the Funds Development 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 May 4 and June 1 meetings.
- On April 18, 2020, the JHSS Board of Directors approved management to secure a mortgage to purchase a home for the Lulu's Lodge project. The Board motion approved a mortgage with RBC up to \$225,000. The mortgage will be used to cover JHSS' portion of the cost of the home including 50% of the GST, renovations and appliances. An email vote will be sent to Board members once final costs have been agreed upon.
- Fundraising options were discussed for a two-year capital campaign to raise \$100,000. Management will leverage volunteers in the community to do the ground work and to maximize our return.
- Reviewed the External Communications / Strategy Plan and Calendar.
- On behalf of the JHSS Board of Directors, the John Howard Society of Saskatchewan made a \$200 donation to the *Stronger Together Nova Scotia Fund* established by the Canadian Red Cross.

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]**

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 April 18, 2020 meeting of the JHSS Board of Directors Mr. Hawkins has been working on a variety of initiatives centered on the current popular climate and fairness in justice system decision-making. Highlights of his written report included the following points:

- There is an appetite among members of the public for justice system reform, specifically linked to the Black Lives Matter movement and the movement against anti-indigenous racism. This has presented an opportunity for JHSS to draw the public's attention to the idea that a lack of fairness in the justice system necessarily results in a lack of fairness towards indigenous people, upon whom the justice system is disproportionately focused.
- We have worked over the last few weeks with the Elizabeth Fry Society of Saskatchewan, CLASSIC Inc., and Pro Bono Law Saskatchewan to pen a joint letter to Justice Minister Don Morgan, encouraging the government to move to a truly independent system of police oversight.
- The newly unveiled budget of the Province of Saskatchewan includes \$120 million for the construction of two additional remand units at Saskatoon Correctional. JHSS has done some excellent advocacy on this front, including the CEO's op-ed in the Regina Leader-Post.
- In the course of our legal advocacy for individual clients, we have identified files which may give the courts the opportunity to enact change.

11.0 JHSS Mission, Effective Just Humane Board Discussion Topic

11.1 Systemic Racism

Ms. Robinson introduced a discussion item in light of the anti-racism protests taking place this week across the U.S., Canada and the world. Marie-Claude Landry, Chief Commissioner of the Canadian Human Rights Commission released a statement which was included in the Board meeting package to inspire discussion. Highlights of the discussion included the following items:

- **Advocacy:** Establish "A Lived Experience Advisory Committee" comprised of those who have had past experiences with the justice system who could speak to JHSS management and Board. It could be talking to the prison inmate committees. **Governance Committee to explore opportunities for A Lived Experience Advisory Committee.**
- **Advocacy:** Develop a formal 'Calls For Action' process. Standing item on each Board agenda to bring issues forward pertaining to Calls For Action.
- **Education:** Tools, talking points and education would be useful for Board members as this is a very complex issue and difficult to challenge systemic practices. Reflect on quality training for JHSS staff on systemic racism. **HR Committee/Governance Committee.**
- **Support:** Be an ally to those who have challenges with systemic racism. Recruit more Indigenous Board members. Open each Board meeting with a prayer according to First Nations practices. As a Board, look at programming opportunities in the far North of Saskatchewan. **Governance Committee**

12.0 New Business

12.1 Appointment to Committees

The Chair of the Governance Committee asked Board members to consider which committees they would like to join and the Committee structure will be determined at its September meeting.

13.0 Board 2019/20 Strategic Plan Update

The Board 2019/20 Strategic Plan Update was deferred to a future Board meeting.

14.0 Saskatchewan Housing Corporation (SHC) Grant

There are currently 10 youth in JHSS's SILP program in Saskatoon. Five apartments are directly funded by the Ministry of Social Services contract, while the other five apartments are funded by the youth living in the units through their childcare funding. The SILP program has been operating successfully for 14 years. Due to this success of the program and a growing number of youth needing care, the province is interested in us taking on more clients.

In early 2020, JHSS was notified that our initial application to SHC had passed the first selection round. In meeting with representatives from SHC, it was made clear that, while we are not committed to take the funding, if we are interested in pursuing a contract, the odds are very likely that we can receive funding. This project would be a continuation of work being done.

Pros and cons of purchasing an apartment building were discussed with 70 per cent of the apartment purchase would be covered by the SHC grant.

Currently ten youths are living in ten apartments that JHSS rents. One of the apartments blocks are turning into condos so the youth in those apartments will need to move. Purchasing one apartment block would give JHSS stability and we wouldn't need to deal with a third-party landlord.

The Board agreed to discuss further at its in-camera session at the end of this meeting and will subsequently provide the CEO with direction.

15.0 In-camera Meeting

The Director of Finance left the meeting, as the Board of Directors, CEO and Director of Human Resources moved in-camera with the Board.

Motion to Move In-camera

[MOVED BY C. BOYCZUK/SECONDED BY M. CARON] BE IT RESOLVED THAT the JHSS Board of Directors approve to move its June 27, 2020 meeting in-camera at 2:10 p.m. **[CARRIED]**

Motion to Reconvene Meeting

[MOVED BY P. BRAUN/SECONDED BY B. FEIST] BE IT RESOLVED THAT the JHSS Board of Directors approve to reconvene its June 27, 2020 meeting at 3:45 p.m. **[CARRIED]**

16.0 Next Meetings/Events

- Board Retreat in August 2020
- Board meeting September 18/19, 2020

17.0 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 B. FEIST] BE IT RESOLVED THAT the Board of Directors approve the adjournment of this meeting on June 27, 2020 at 3:46 p.m. **[CARRIED]**

18.0 Board Only In-camera Meeting

[MOVED BY W. CLARE/SECONDED BY B. FEIST] BE IT RESOLVED THAT the JHSS Board of Directors approve to move its June 27, 2020 meeting in-camera at 3:47 p.m. **[CARRIED]**

19.0 Motion to Move Out of In-camera Meeting

There being no further in-camera business of the Board of Directors, a motion to move out of camera to make a motion, as follows:

[MOVED BY C. BOYCZUK/SECONDED BY M. CARON] BE IT RESOLVED THAT the JHSS Board of Directors approve to move out of camera at 4:00 p.m. to consider a motion regarding the SHC Grant for Independent Living apartment building in Saskatoon. **[CARRIED]**

20.0 SHC Grant for Independent Living Apartment Building in Saskatoon

[MOVED BY A. ROBINSON/SECONDED BY M. CARON] BE IT RESOLVED THAT the JHSS Chair provide direction to the CEO to connect with Quint in Saskatoon to explore partnership opportunities to better deliver SLP, as approved by the JHSS Board of Directors. **[CARRIED]**