

APPROVED:
April 18, 2020



**John Howard Society of Saskatchewan
Board Meeting
February 22, 2020
Minutes**

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

Regrets: Anna Robinson

Staff: Shawn Fraser, CEO
Dot Lambsdown, Board Relations Coordinator
Echo Qin, Director of Finance (departed after the Audit & Finance Committee Report)
Pierre Hawkins, Public Legal Counsel (Agenda items: 12.0 & 13.1)
Blair Roberts, Communications & Administration Officer (Agenda item: 11.4.2)
Tanna Young, Director of Social Programs, Regina Branch (Agenda item: 05.0)
Lorne Gill, Assistant Director of Housing Development, Regina Branch (Agenda item: 05.0)

1.0 Call to Order and Opening Remarks

The meeting was called to order at 8:30 a.m. Mr. Feist welcomed Board members and staff and indicated that he will Chair the meeting, on behalf of Chair Anna Robinson who sent regrets as being unable to attend this meeting.

2.0 Acknowledgement of First Nations People & Treaty Land

Ms. Williams read the acknowledgement of First Nations People and Treaty Lands. It was acknowledged that the Board meeting was on Treaty 4 territory.

3.0 Agenda

Mr. Feist invited changes to the agenda. One addition was made to the February 22 agenda, as follows: 'John Howard Canada Report' will be presented by Ms. Boyczuk as an information item. There being no further amendments to the agenda, a motion was made to approve the meeting agenda, as follows:

<p>[MOVED BY T. GRAY/ SECONDED BY P. BRAUN] BE IT RESOLVED THAT the agenda of the February 22, 2020 meeting be approved, as amended. [CARRIED]</p>
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4.0 Conflict of Interest Declaration

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

5.0 Lulu's Lodge Project Presentation

Mr. Feist introduced Ms. Young and Mr. Gill and indicated that they will be presenting to the Board on the Lulu's Lodge Project. Highlights of the presentation included the following points:

- JHSS has operated Regina's first LGBTQ2S youth home, Lulu's Lodge since 2018.
- The need for the service was identified among the youth JHSS was serving through our other homes and programs.
- The project has been well received in the community and steadily maintains a wait list of youth.
- Last year, JHSS applied for funding from Saskatchewan Housing Corporation (SHC) to purchase a home for Lulu's Lodge.
- On January 4, 2020, SHC issued a letter confirming JHSS' application for funding has been conditionally accepted to purchase a home for Lulu's Lodge.
- JHSS is positioned well with experience in providing housing for clients unlike other support organizations such as UR Pride, and other LGBTQ2S organizations.

Board members expressed appreciation to the presenters on their thorough presentation.

6.0 In-camera Meeting

Motion to Move In-camera

[MOVED BY M. CARON/SECONDED BY T. WILLIAMS] BE IT RESOLVED THAT the JHSS Board of Directors approve to move its February 22, 2020 meeting in-camera at 9:10 a.m. **[CARRIED]**

Motion to Reconvene Meeting

[MOVED BY W. CLARE/SECONDED BY T. GRAY] BE IT RESOLVED THAT the JHSS Board of Directors approve to move reconvene its February 22, 2020 meeting at 9:40 a.m. **[CARRIED]**

7.0 Previous Meeting Minutes

07.1 September 27, 2019 Minutes

Mr. Feist invited comments on the minutes of the meeting held on September 27, 2019. There being no amendments to the September 27 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 September 27, 2019 be approved, as presented. **[CARRIED]**

07.2 September 28, 2019 Minutes

Mr. Feist invited comments on the minutes of the meeting held on September 28, 2019. An error was identified in the September 28 meeting minutes on page 6 and the Board agreed to amend the minutes by removing the phrase in the minutes, as follows:

"P. Braun advised that he would be in Prince Albert and would check on the existing contract and see if there was any possibility to add resources. Proposal to come from Shawn in the next month and half (early November)."

The action item list will be amended to reflect this revision. There being no further amendments to the September 28 meeting minutes, a motion was made to approve the minutes, as follows:

[MOVED BY W. CLARE/SECONDED BY T. GRAY] BE IT RESOLVED THAT the Board of Directors minutes of the meeting held on September 28, 2019 be approved, as amended. **[CARRIED]**

8.0 Ratify E-vote Motions:

08.1 Mortgage for Bert's Place of November 29, 2019

[MOVED BY T. GRAY/SECONDED BY T. WILLIAMS] THAT the JHSS Board of Directors ratify the e-vote motion of November 29, 2019, as follows:
"THAT the John Howard Society of Saskatchewan renew the mortgage for Bert's Place (JHSS's receiving home in Saskatoon) for a one-year term at 3.8% and transfer \$10,000 from our high interest savings account to pay against the outstanding balance (\$174,399), as approved by the John Howard Society of Saskatchewan Board of Directors." **[CARRIED]**

08.2 Transfer of Cedar House Mortgage of December 9, 2019

[MOVED BY W. CLARE/SECONDED BY P. BRAUN] THAT the JHSS Board of Directors ratify the e-vote motion of December 9, 2019, "THAT the John Howard Society of Saskatchewan management transfer the mortgage to the new Cedar House (JHSS's mentored peer home in Saskatoon) for the Ministry of Social Services, as approved by the John Howard Society of Saskatchewan Board of Directors." **[CARRIED]**

08.3 Purchase of Replacement Van of December 13, 2019

[MOVED BY T. WILLIAMS/SECONDED BY M. CARON] THAT the JHSS Board of Directors ratify the e-vote motion of December 13, 2019, "THAT the John Howard Society of Saskatchewan approve JHSS management to purchase the 2018 Dodge Caravan for the JHSS Basswood youth home in Saskatoon at a cost of \$19,900 plus taxes.
AND THAT, the \$14,900 SGI payout will be used to offset this expenditure, therefore the actual cost to purchase the replacement van will be \$5,000." **[CARRIED]**

08.4 Acting CEO of January 17, 2020

[MOVED BY P. BRAUN/SECONDED BY W. CLARE] THAT the JHSS Board of Directors ratify the e-vote motion of January 17, 2020, "THAT the Board of Directors approve the appointment of the Director of Finance as Acting CEO should the CEO be away for an extended absence, as recommended by the Governance Committee." **[CARRIED]**

9.0 Business Arising From the Minutes:

9.1 Action Items from Previous Board Meetings

The Action Items were reviewed and updated,

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

10.0 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 September 28, 2019 to February 22, 2020.
- Executive Limitations Compliance – it was noted that the CEO was in compliance on all items, as reported.
- Complaints Report from October 2019 to February 2020.

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

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

11.0 Board Committee Reports

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

Ms. Williams presented the Report of the Audit and Finance Committee, which was included in the meeting package. Highlights of the report included the following items:

- The Chair of the Audit & Finance Committee reported on the October 29, 2019 meeting. Quorum was unmet for the January 28, 2020 meeting and only items from that meeting that required Board approval were included in the Committee Report.
- Management will bring back a recommendation to the April Board meeting on the amount JHSS should hold in an unrestricted operational reserve.
- The Committee received the CEO's Executive Limitations Report on Staff Treatment, Financial Condition, Risk Management/Asset Protection and Emergency Executive Continuity – it was reported that all conditions have been met by the CEO except for Staff Treatment due to an outstanding grievance.
- The Committee reviewed the unaudited financial results as at September 30, 2019, as included in the Board package. JHSS's financial performance was higher than expected with a \$300,000 surplus mainly due to timing of program payments from the Ministries of Justice and Social Services. Revenue deficit variances were mainly due to timing, as well.

[MOVED BY T. GRAY/SECONDED BY P. BRAUN] BE IT RESOLVED THAT the JHSS Board of Directors approve the JHSS Financial Results as at September 30, 2019, as recommended by the Audit & Finance Committee. **[CARRIED]**

- The A&F Committee approved the Ministry of Social Services (MSS) Report for Q2 and authorized the JHSS CEO and the Chair of the JHSS Board of Directors to sign-off on the MSS Report of Q2. Subsequently, the Report was sent to the Ministry of Social Services, as authorized by the A&F Committee.
- The A&F Committee reviewed and approved the JHSS CEO Expense Report for Q1, which was included in the meeting package, for information.
- Ms. Qin presented the unaudited financial results as at December 31, 2019 as included in the Board package. Management reported that JHSS's financial results indicated that the organization is doing well financially. Highlights of the report, included the following items:
 - Balance Sheet: the cash position is healthy, meaning that JHSS is able to cover all current liabilities. Compared to last fiscal year end, the balance in accounts payable increased by \$60,000.
 - Statement of Income: JHSS revenues are mainly from CSA's with Ministry of Social Services, which accounts for 54% of total revenue and other grants, donations and CSA's account for the remainder of the revenues.
 - Payroll expenses continue to be the largest component - 66% of total operating expenses. Compared to budget, the payroll expenses are \$64,000 higher than expected. Largely due to a 1% wage increase, contractor payouts, and unexpected high amount of overtime payouts.
 - Fine Option (fee for service) revenue declined more than expected in the first nine months of the year. As a result, this revenue item is \$42,800 below budget.
 - Out of the \$346,000 surplus reported on the consolidated statement of income, \$117,000 is from gain from asset disposals.
 - Lease/rent expenses account for the second largest operating expense on the statement of operations. This year JHSS has experienced rent increases and

increased program demands for space, therefore rent expense is double the budgeted amount. However, we have reported a \$35,000 surplus from Justice Programs last fiscal year and the Ministry of Justice approved JHSS to use \$9,000 to cover the rent increase. The Ministry also approved JHSS to use the remainder of the surplus in different areas of the organization.

- Subcontractor expenses are \$33,000 over budget mainly because mentor/elder payments are funded through CIF or other grants. These grants were not in the budget thus the expenses were unexpected.
- Legal and professional fees were higher than budget because old Cedar house sales incurred legal and real estate agent service fees (\$12,500), which is more than the annual budget of \$8,400.

Discussion ensued around:

- absenteeism rates are an ongoing issue for management. Management will address absenteeism with an attendance management strategy that will tie into the CEO's plan of JHSS becoming an employer of choice and creating a culture people want to be part of.
- the decrease of revenue in the Fine Options program and whether or not management has an understanding of the reasons for this decrease.

There being no further discussion on the Financial Results as at December 31, 2019, a motion was made, as follows:

[MOVED BY T. WILLIAMS/SECONDED BY C. BOYCZUK] BE IT RESOLVED THAT the JHSS Board of Directors approve the JHSS Financial Results as at December 31, 2019, as presented by management. **[CARRIED]**

- Ms. Qin presented the CEO Quarterly Expense Report for Q2, which was included in the Board package. The CEO Q2 Report was similar to the Q1 Report with the exception that a few lines were added for CEO travel. There being no irregularities reported by the Director of Finance, a motion was made, as follows:

[MOVED BY T. WILLIAMS/SECONDED BY P. BRAUN] BE IT RESOLVED THAT the JHSS Board of Directors approve the CEO Quarterly Expense Report for Q2, as presented by management. **[CARRIED]**

- The Q3 Minister of Social Services Report, required approval by January 30, 2020 to meet Social Services' submission deadline, as such the A&F Committee Chair Tammy Williams conducted an A&F Committee e-vote to approve the JHSS's Ministry of Social Services (MSS) Report for Q3. The Committee approved the MSS Report for Q3 and authorized the JHSS CEO and the Chair of the Audit & Finance Committee to sign-off on the MSS Report for Q3. Subsequently, the report was sent to the Ministry of Social Services, as authorized by the A&F Committee.
- During the JHSS audit for year ended March 31, 2019, MWC Chartered Professional Accountants noted six items there were not considered to be a significant deficiency in JHSS' internal controls. However, MWC recommended these items should be attended to in order to prevent any significant issues arising in the future, or perhaps to improve processes already in place. Management presented their responses to the JHSS Board of Directors regarding the action undertaken relative to the six items that were identified by MWC in its

Constructive Letter of June 5, 2019 to the Board of Directors. Management's responses will be provided to MWC during the next audit period.

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

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

11.2 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 October 7, November 4, December 2, January 6 and February 3 meetings.
- Ms. Boyczuk confirmed that JHSS has not received notification from the John Howard Society of Canada regarding the award nomination for Mr. Gordon Braun. Mr. Braun's term on the JHSS Board of Directors expired June 2019.
- The Committee received an update on JHSS's plans for Restorative Justice Week starting on November 19 in Moose Jaw, November 20 in Saskatoon, November 21 in Prince Albert and concluding on November 12 in Regina. Ms. Shannon Moroney facilitated/presented at events in Swift Current, Regina and Saskatoon throughout the week.
- The Board agreed to work on its JHSS's Enterprise Risk Management process at the April 18 Board retreat. Mr. Ted Amendt will facilitate this item. Mr. Amendt is the Director of School Board Development Services with the Saskatchewan School Boards Association. Topics covered will be risk reporting, identification and assessment, heat mapping, mitigation and monitoring. The creation of a risk register for JHSS will be the outcome of this retreat.
- In January 2020, the Board approved recruitment ad was posted to the JHSS website and via social media. Emails sent to Board members and Provincial Office staff advising of the postings and to encourage them to forward the information to any potential candidates.
- Committee members reviewed two different board evaluations. One evaluation was the same one used by the JHSS Board for its 2019 evaluation and the other evaluation was from another non-profit organization. The Committee agreed to combine the two evaluations which would include drop down lists for respondents to identify the importance of, and to rate the Board's success, for each evaluation statement with comment sections included.
- Committee members reviewed the Board member self-assessment that was used for the Board's 2019 individual member self-review. As this is individual self-assessment, the Committee agreed to distribute copies to each Board member at the April retreat for individual reflection.
- A debrief of the December 11, 2019 meeting with the Ministry of Corrections & Policy was discussed and an item was included in the meeting package, for information.
- The Governance Committee undertakes an in-depth review of its existing Board policies, with a plan to review policies throughout the year at each of its Committee meetings on a two-year rotation. The policies under review for Board approval were:
 - Code of Conduct
 - Board Member Meeting Attendance
 - Expenditures
 - Roles & Responsibilities of Past President

- CEO Roles & Responsibilities
- CEO Competencies
- CEO Performance Management
- CEO Succession
- Board Recruitment
- Board Development and Orientation
- Employee Service Recognition
- All policies were approved without changes with the exception of the CEO Succession policy where one housekeeping change was made by removing the word 'most' under point 2 at the end of the fourth sentence.

[MOVED BY B. FEIST/SECONDED BY M. CARON] BE IT RESOLVED THAT the JHSS Board of Directors approve the Board policies, as discussed and amended. **[CARRIED]**

- Committee Chairs provided an update on how the policies of their Committee align with Imagine Canada Standards.

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

[MOVED BY T. WILLIAMS/SECONDED BY M. CARON] BE IT RESOLVED THAT the JHSS Board of Directors accept the Governance Committee Chair's Report to the Board, as presented. **[CARRIED]**

11.3 Human Resources Chair's Report

Ms. Clare presented the Report of the Human Resources Committee, which was included in the meeting package. Highlights of the discussion included the following items:

- The Chair of the Human Resources Committee reported on the November 13, December 11 and January 8 meetings. Quorum was unmet for the February 12, 2020 meeting and all items were deferred to the March 11, 2020 Human Resources Committee meeting.
- The Provincial Office has integrated regular Monday morning conference calls with Directors.
- Regular in-person CEO/Directors' meetings are taking place in Davidson.
- The CEO is meeting one-on-one with Directors.
- Regular touchpoints have been set up between the Board Chair, Past President and CEO.
- CEO work towards ENDS - Board Chair and Past President will meet with CEO mid-year and then finalize at year end.
- It was determined that the CEO time cards will be sent to both the Director of Finance and the Board Chair for review and sign-off and that the Board Relations Coordinator time cards will be signed-off by the CEO and emailed to the Board Chair for information.
- The Human Resources Committee revised its Work plan.
- It was reported that only in-scope staff receive a \$50 Christmas bonus payment in December. The Human Resources Committee agreed that each year in December OOS staff will receive a \$50 Christmas bonus payment to align with the bonus received by in-scope staff.
- Additionally, JHSS in-scope staff received two separate 1% payments in 2019 with the out-of-scope staff receiving only one separate payment, as follows:
 1. Both in-scope and out-of-scope staff received a 1% increase in Spring 2019. There is a clause in the JHSS Collective Agreement that a 1% increase will be provided to in-scope staff in lieu of SDOs.

2. Subsequently, the Ministries of Social Services and Justice funded a 1% payment to in-scope staff in April 2019 in which out-of-scope staff did not receive.
 - To align with the Ministries' payment to in-scope staff, an e-vote was sent to all Human Resources Committee members on December 13, 2019 and carried, as follows:

“To provide JHSS out-of-scope staff with a one-time payment equal to 1% of their annual gross salary to be paid in December 2019, to reflect the 1% payment the JHSS in-scope staff received from the Ministries of Social Services and Justice in April 2019.”
 - CEO Health Benefits: The JHSS Human Resources Committee approved to authorize a payment to the JHSS CEO as outlined in Appendix B of the CEO contract.
 - It was reported that the Governance Committee deferred the development of the CEO retention bonus policy to the Human Resources Committee. Additionally, the CEO will develop a compensation policy for all other out-of-scope staff.
 - The CEO Evaluation is underway by the Human Resources Committee.

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

[MOVED BY T. WILLIAMS/SECONDED BY T. GRAY] BE IT RESOLVED THAT the JHSS Board of Directors accept the Human Resources Committee Chair's Report to the Board, as presented.
[CARRIED]

11.4 Funds Development Chair's Report

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

- Ms. Boyczuk reported on the November 15 and January 18 meetings. The December meeting was cancelled due to unmet quorum.
- Committee members approved a new workplan for 2020.
- JHSS submitted an application for funding in Saskatoon to hire a full time in-scope coordinator to support families of those incarcerated. Unfortunately, JHSS wasn't a chosen organization; however, we will be applying for another funder.
- The draft JHSS External Communications / Strategy Plan was presented to the Board for approval. Highlights of the discussion included:
 - The objectives are good sets up JHSS in a broad way but also provide achievable actions to position JHSS well for future success.
 - The strategic plan creates clarity and leaves room for us to be creative as an organization.
 - A calendar of events is a living document and has been revised as we move forward with the work.
 - The Board indicated that the communication strategy is already working with the improved visibility of JHSS.

Appreciation was expressed to staff for developing a comprehensive JHSS External Communications / Strategy Plan. This document will be of assistance as JHSS moves the organization forward in 2020 and beyond.

[MOVED BY W. CLARE/SECONDED BY T. WILLIAMS] BE IT RESOLVED THAT the John Howard Society of Saskatchewan Board of Directors approve the JHSS External Communications / Strategy Plan, as recommended by the Funds Development Committee. **[CARRIED]**

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

[MOVED BY C. BOYCZUK/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 Debrief of Regina Provincial Correctional Centre Tour

Board of Directors and management had an excellent tour of Regina Provincial Correctional Centre (RPCC) on February 21, 2020. The Governance Committee, Justice Programming staff, and Provincial Office are working to determine next steps for potential partnerships with RCC.

Actions:

1. The CEO will look at ways that JHSS could strategically work with RCC improve inmate programs, education options, mental and physical health, promote increased Elder presence etc.
2. Ask RPCC to provide JHSS with copies of RPCC policies.
3. Write a letter of thanks to Mr. Julien Hulet, Director, Regina Provincial Correctional Center and include the Board's interest in collaborating with RPCC to improve inmate programs, education options, mental and physical health, etc.
4. Board will plan visits to both provincial and federal correctional institutions scheduled around future Board meetings.
5. Invite a representative of Elizabeth Fry to meet with the JHSS Board of Directors.

13.0 New Business

13.1 Update from JHSS Public Legal Counsel

Mr. Hawkins provided the Board of Directors with information on his role as JHSS Public Legal Counsel. His position, as a full-time lawyer-advocate is funded by a Saskatchewan Law Association grant. His two main focus areas are individual clients and public advocacy.

13.2 JHSS Strategic Plan

Mr. Fraser provided an update on the JHSS Strategic Plan.

13.3 John Howard Society of Canada (JHC) Update

Ms. Boyczuk provided an update on John Howard Canada. Ms. Boyczuk is the Saskatchewan Representative on the John Howard Canada Board of Directors. Her update included changes to the Board of Directors, work underway on analysis/consultation on Bill C83, continued advocacy for improved health care/housing for current/former incarcerated people, comprehensive reform on the Criminal Records Act, peer supported reintegration pod casts, a service contract has been signed with all the John Howard societies across Canada, they have many different collaborative partnerships – perhaps JHSS could begin to partner with many non-profit organizations in particular with mental health organizations. It was noted that JHSS will receive an annual grant from JHC in the same amount as the previous year.

13.4 Board Portal

Two options for a secure board portal was presented for Board consideration. The JHSS Board of Directors require access to their Board information in a secure and seamless manner. Key considerations, are as follows:

- A single secure location to obtain all relevant materials will improve productivity, consistency and decision-making.

- The Board site must be:
 - hosted in Canada
 - accessible anywhere at any time
 - easy to use, and
 - support service available 24/7 365 days a year.
- Board members require a single source with easy and secure accessibility to not only their meeting information, but to their policies, orientation documents, contact information, surveys, evaluations, and other functions such as ability to complete evaluations, e-voting and a reference library that would include links to common web sites, and all other board-related information.

After discussion, the Board made a motion, as follows:

[MOVED BY W. CLARE/SECONDED BY T. GRAY] BE IT RESOLVED THAT the JHSS Board of Directors move to the secure board portal BoardWorks effective April 1, 2020, and revisit Board member satisfaction with the program at the January 2021 Board meeting. **[CARRIED]**

14.0 Next Meetings/Events

- Board of Directors/retreat April 17/18
- AGM/Board meeting June 19/20
- Board meeting Sept 18/19

15.0 Feedback on the Meeting and/or Even Better If

- Great board preparation by the Board Relations Coordinator.
- Great Chairing of this meeting by Mr. Feist.
- Appreciated the tour of the Regina Provincial Correctional Centre.

16.0 Motion to Adjourn

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

[MOVED BY T. GRAY] BE IT RESOLVED THAT the Board of Directors approve the adjournment of this meeting on February 22, 2020 at 2:05 p.m. **[CARRIED]**

An in-camera sessions was held with no motions passed.