



BOARD OF DIRECTORS MEETING MINUTES

Date: Sept 23 2014 **Time:** 5:19 p.m.
Location: CMHA Board Room **Page:** 1 of 4
Chair: Shirley Hanlon, Chair **Recorder:** Mike McMahon

Board Members Present	Shirley Hanlon, Jodi Helps, Brian Crockett, Fraser de la Plante, Kyle Burnside, Shanda Whittman, Louise Wdowczyk, Michelle Priester
Leadership Present	Mike McMahon, Lynn Wardell, Pat Baigent
Regrets Guest	Josie Melanson, Mary Anne Silverthorn, Jennifer Ormsby, Paul Hess Andrew Camman – CMHA Counsel Presenting

AGENDA ITEM		ACTION REQUIRED
1.0	Welcome and call to Order Shirley Hanlon called the meeting to order at 5:19 pm.	
2.0	Declaration of Conflict – No conflicts declared.	
3.0	Consent Agenda	
3.1	Executive Director Report	
32	Women in Wellness	
3.3	Motion to Approve Consent Agenda MOVED: Kyle Burnside SECONDED: Louise Wdowczyk BIRT: CMHA-Oxford Board of Directors approves the Consent Agenda. CARRIED: Unanimous	
4.0	Sept 23rd, 2014 Agenda	
4.1	Additions and Approval of the Agenda Add 9.4 Bylaw Discussion Add 6.1 In Camera HR	
4.2	Motion to approve the Amended Agenda. MOVED: Fraser de la Plante SECONDED: Louise Wdowczyk BIRT: CMHA-Oxford Board of Directors approves the amended agenda. CARRIED: Unanimous	
5.0	Approval of the Previous Minutes for June 17th, 2014	
5.1	Motion to approve the minutes of June 17th, 2014 as amended. Changing 8.5 from OECYC to OACHC MOVED: Shanda Whittman	

	<p><u>SECONDED:</u> Louise Wdowczyk <u>BIRT:</u> CMHA-Oxford Board of Directors approves the minutes June 17th, 2014 as amended. <u>CARRIED:</u> Unanimous</p>	
6.0	<p>Board Education – Conflict of Interest – Difficult Conversations – Andrew Camman, CMHA Counsel Presenting on various issues related to conflict of interest for Non for Profit Boards.</p> <p>a) Multiple Board of Directors appointments with confirmation that we can mitigate. b) Emphasis on taking a common sense and cautious approach where we take our time to make reasonable decisions.</p>	RECOMMEND: Include in Board Orientation
6.1	<p>Motion to move In-Camera to discuss human resource related information. <u>MOVED:</u> Fraser de la Plante <u>SECONDED</u> Jodi Helps <u>BIRT:</u> CMHA-Oxford Board of Directors motion to go In-Camera to discuss human resource related information. <u>CARRIED:</u> Unanimous</p> <p>RISE FROM IN-CAMERA SESSION Motion to rise from In-Camera. <u>MOVED</u> Fraser de la Plante <u>SECONDED:</u> Michelle Priester <u>BIRT:</u> CMHA-Oxford Board of Directors motion to rise from In-Camera. <u>CARRIED:</u> Unanimous Note: Board offers thanks to Andrew Camman for attending. Mr. Camman is excused.</p> <p>Motion to ratify the memorandum of settlement for Pay Equity between CMHA Oxford and OPSEU Local 133. <u>MOVED</u> Fraser de la Plante <u>SECONDED:</u> Louise Wdowczyk <u>BIRT:</u> CMHA-Oxford Board of Directors motion to ratify the memorandum of settlement for Pay Equity between CMHA Oxford and OPSEU Local 133. <u>CARRIED:</u> Unanimous</p>	
7.0	New Business	
7.1	Correspondence – none was presented	
8.0	Business Arising	
8.1	<p>Finance Committee Report: Discussions were held as follows:</p> <ul style="list-style-type: none"> • Brian Crockett requests we move information about deficits in Supportive Housing and LHIN funded program expense • Mike McMahon clarifies that the supportive housing program is contributing only \$1000 to YTD deficit. • Mike McMahon makes clear re: the impact of the 3 pay month. • Mike McMahon describes expense areas where high costs will continue in excess of budget through year end. 	

	<ul style="list-style-type: none"> Brian Crocket states that questions are aimed at continuing to challenge reporting and loss that occurred in 2013-2014. <p>Motion to receive report of Finance Committee.</p> <p>MOVED: Kyle Burnside SECONDED: Louise Wdowczyk BIRT: CMHA-Oxford Board of Directors motion to receive report of Finance Committee. CARRIED: Unanimous</p>	
8.2	<p>Board Policy (new Policies required as delegated from Bylaw Review Committee)</p> <ul style="list-style-type: none"> -Finance Committee Policy -Executive Committee Policy -Nominating Committee Policy 	Brian Crockett has volunteered to work on a draft policy for Finance, Executive and Nominating Committees Mike McMahon will forward previous policy language.
8.3	<p>Policy Interpretation: Delegation to the Executive Director (from May 2014)</p> <p>Motion to approve Policy and Interpretation submitted by CMHA Executive Director in June 2014 with minor changes. (Identify changes)</p> <p>MOVED: Brian Crockett SECONDED: Michelle Priester BIRT: CMHA-Oxford Board of Directors motion to approve Policy and Interpretation submitted by CMHA Executive Director in June 2014 with minor changes. CARRIED: Unanimous</p>	
8.4	Strategic Planning: Update	
8.5	Executive Director Annual Performance Pan	Deferred
9.0	New Business	
9.1	SW LHIN Priorities for Investment Mike McMahon updated the Board on the SW LHIN Priorities for Investment process.	
9.2	Executive Directors Action Plan 2014-2015.	Deleted (see 8.5)
9.3	<p>Recruitment Committee Update:</p> <p>Motion from the Nominating Committee recommends that Bonnie Hughes be appointed to the CMHA Board of Directors effective September 23rd, 2014.</p> <p>MOVED: Brian Crockett SECONDED: Kyle Burnside BIRT: CMHA-Oxford Board of Directors approves motion from the Nominating Committee that Bonnie Hughes is appointed to the CMHA Board of Directors effective September 23rd, 2014. CARRIED: 7 In favor 1 abstain</p>	
9.4	<p>Bylaw Discussion:</p> <ul style="list-style-type: none"> * Jodi Helps raised concerns about Board compliance with Bylaw 4.08 * Special meeting on Aug 7th, 2014 required more information as to the reason for meeting, per Bylaw. 	

	<p>* Shirley Hanlon acknowledges this as a learning curve for the future. * Mike McMahon encourages Board members to take time necessary, even under unique circumstances.</p>	
10.0	<p>Motion to move In-Camera to discuss human resource related information. MOVED: Shanda Whittman SECONDED Michelle Priester BIRT: CMHA-Oxford Board of Directors motion to go In-Camera to discuss human resource related information. CARRIED: Unanimous</p>	
11.0	<p>RISE FROM IN-CAMERA SESSION Motion to rise from In-Camera. MOVED Fraser de la Plante SECONDED: Kyle Burnside BIRT: CMHA-Oxford Board of Directors motion to rise from In-Camera. CARRIED: Unanimous</p>	
12.0	<p>Date of Next Meeting: Next Board of Directors meeting will be Oct 28, 2014 at CMHA-Oxford Woodstock Board Room 5:15 pm.</p>	
13.0	<p>Board Meeting Evaluation</p>	
14.0	<p>Adjournment Motion to Adjourn meeting. Moved by Shanda Whittman</p>	

Time of Adjournment:

Chair: _____

Executive Director: _____

Date: _____