



August 2016 Board of Director's Meeting Minutes	
Date:	August 17, 2016
Location:	Centre 3– St. Patrick's – 49 Felstead Ave, Toronto, ON
Start:	18:40
Finish	20:15
Board Members:	Monique Hutchins (Acting Chair), Walid Hmeidani, Lori Ann Comeau, Vanessa Estevez, Mun Chau, Peer Flach, Forrest Parlee
Management Representatives	Kim Tamar (Acting Director), Suzette Charles, Joan Sinclair-Thomas
Guests	Joy Lerman (Board Trainer), Aynur Gurbanova (Parent), Pat Costello
Regrets:	Phil Lindsay (Chair), Charlotte Risk

1. Quorum & Constitution of Meeting

A Notice of Meeting dated August 16, 2016 was called to all the members of the Board of Directors (the "Board") of the Corporation giving due notice in regard to the calling of this meeting. A quorum of the independent directors was present therefore the meeting was properly constituted and declared open.

1. Adopt of the Agenda

There was one addition to add discussions regarding the Nominations to the agenda.

ON MOTION, moved and seconded, it was **RESOLVED** that the Nominations Committee discussion be added to the agenda be and it is hereby approved and adopted as amended by the Board.

2. Declaration of Conflicts of Interest

All members declared they are free of conflict for this meeting.

3. Approving the minutes

Monique Hutchins led the discussion.

She asked for a motion to approve the minutes of the July 20, 2016 meeting.

ON MOTION, moved and seconded, it was **RESOLVED** that the July 20, 2016 minutes be and it is hereby unanimously approved by the Board.



4. Treasurer Report

The Acting Chair asked that the review and approval of the May 2016 financials be deferred until the September 2016 meeting. The treasurer asked that we approve May, June and July 2016 financials at that meeting as well.

A motion was made to defer the review and approval of the May, June and July financials.

ON MOTION, moved and seconded, it was **RESOLVED** that the May, June and July 2016 financials be deferred to the September, 2016 meeting is hereby unanimously approved by the Board.

5. Policy Approvals:

Kim Tamar led the discussion:

i. Police Criminal Reference Check:

She indicated that the changes to the policy mainly reflected the changes in the CCEYA and inspections carried out at Centre 2 and 3. In addition, there were slight wording changes to clarify some areas.

ii. Staff Training & Development

She indicated that this is a new policy that helps Childspace support staff trainings.

ON MOTION, moved and seconded, it was **RESOLVED** that the Police Criminal Reference Check policy changes and the new Staff Training & Development policy be and are hereby unanimously approved by the Board.

6. Nominating Committee

Forrest Parlee provided an update.

- i. He reminded the members that there are 2 vacant positions on the Board which will need to be filled (Vice Chair, and Chair – the current Chair is resigning in September 2016 but would remain on the Board to transition the new Chair through to October 2016). He mentioned that interested parties should send their interest for one of the positions to the committee.
- ii. Ms. Lerman suggested the committee post the positions on Boardmatch.org website.

7. Board Training Session (18:50-20:00)

Joy Lerman led the discussion surrounding board training. She reviewed:



- i. Critical Duties of Directors and Officers (Duty of Diligence, Duty of Loyalty, Duty of Obedience, Duty of Care).
- ii. Legal Responsibilities of the Board
- iii. Legal and Regulatory Information (Various Federal/Provincial Acts)
- iv. Board's Roles and Responsibilities (Strategic Planning and Direction, Corporate Sustainability and Risk Management, Legal Requirements and Accountability, Financial Management, HR Management, Marketing and Fundraising, Community Relations, Committees, Succession Planning)
- v. Guidelines for Individual Members
- vi. Role of the President/Chair
- vii. Successful Board Meetings
- viii. In Camera Discussions
- ix. Why You Need to Keep Minutes
- x. By-Law Checklist
- xi. Valuable Websites to Assist Members

8. Other Business

There was no other business brought forth at this meeting. The Board met in Camera for the remainder of the meeting.

9. Adjournment

The Acting Chair asked for a motion to terminate the meeting. There being no further business,

ON MOTION, moved and seconded, it was **RESOLVED** that the meeting ended at 20:25 and it is hereby unanimously approved by the Board.

Signed Secretary:  (Monique Hutchins)

Below are the proposed times and places for upcoming meetings (on the third Wednesday of the month, per Section 404 of the corporation's by-laws):

- Upcoming Meeting – September 21, 2016 Centre 1 (Holy Name – 690 Carlaw Ave)
- Upcoming Meeting – October 19, 2016 Centre 2 (St. Brigid's – 50 Woodmount Ave)
- Upcoming Meeting – November 16 and/or 23 Centre 3 (St. Patrick's – 49 Felstead Ave) – **Quorum Required as we are approving the 2017 Budget**
- Upcoming Meeting – December – No Meeting