



**Board of Directors Meeting**  
**Minutes**  
**Agenda Item # 3.1**

**Pre-AGM Meeting of the SHIP Board of Directors (Hybrid)**  
**Tuesday, September 20, 2022**  
**SHIP**  
**60 Courtney Park Drive West, Unit 2 – Mississauga ON L5W 0B3**

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In Attendance: Brian E. Scott, Keith Ward, Krista Collinson, Lori Ker, Tandra Acharjee

Regrets: n/a

Staff: Lesley Nagoda – CEO, Sharon Fernandes, Thomas DiCarlo

**1.0 OPENING ITEMS**

1.1 Call to Order and Welcoming Remarks

- The Vice Chair welcomed board members and staff and called the meeting to order at 5:05 p.m. Sharon Fernandes was Recording Secretary

1.2 Disclosure of Conflict of Interest

- No conflict of interest was declared

1.3 Land acknowledgement

- The Vice Chair opened the meeting with a Federal land acknowledgement.

1.4 Approval of agenda

- The agenda was approved

**MOTION: Lori moved to approve the agenda. Seconded by Krista. CARRIED.**

1.5 Chairs Remarks

- This is the last meeting for the summer with this specific cohort

1.6 Board Action Log

- n/a

1.7 Statutory Reporting

- The CEO stated that there are no identifiable risks or claims for the organization at this time. All submissions have been reported to the Ministry promptly and we comply with legislation, insurance coverage, rules and regulations as set down by our funders

1.7.1 Compliance Statement to the Board

- The CEO provided a written report on the reporting period August 16 to September 15, 2022

\_\_\_\_\_ Secretary and / or \_\_\_\_\_ Chairman

## 2.0 CONSENT AGENDA

The consent agenda covered the following items:

- Approval of Board Minutes from June 20, 2022
- Receipt of Governance Committee Minutes July 27, 2022
- Receipt of Governance Committee Minutes September 13, 2022
- Receipt of Finance Committee Minutes June 15, 2022
- Receipt of Quality Committee Minutes June 3, 2022
- Receipt of the Inspiration Committee Minutes August 26, 2022

**MOTION: Keith moved to approve the Board Minutes from June 20, 2022, the receipt of Governance Committee Minutes July 27, 2022, receipt of Governance Committee Minutes September 13, 2022, receipt of Finance Committee Minutes June 15, 2022, receipt of Quality Committee Minutes June 3, 2022 and receipt of the Inspiration Committee Minutes August 26, 2022. Seconded by Tandra. CARRIED**

## 3.0 BUSINESS OF THE MEETING

### 3.1 CEO Report

The CEO highlighted the following from her report:

- Hansen Tax exemption
- The fall preparedness plan
- Continued constructions on the 1<sup>st</sup> street project. CMHC co-invest application is ready to go.
- 183 / 185 Lakeshore

### 3.2 Governance Committee Update

- The Accreditation Survey
  - Only three board members out of five completed the survey. Overall, there was good improvement in the survey results between the three assessments
  - We are still on a positive trend with Governance and will come up with a framework
- Governance Improvement
  - Individual Director effectiveness: performance assessment and feedback
    - Review best practices and propose a framework for implementation – include board member self-assessment
  - Board Member Impact on safety and quality of care
    - Regular board level touchpoints on SHIP quality and safety performance (outside of committee) - scorecard oversight and incident reporting
- The Governance Standard re: Board Impact on Safety and Quality of Care
  - There are several criteria with regards to Board impact on safety and quality of care in the Governance Standard that related to the survey questions:
    - 3.4 The governing body has processes in place to oversee the functions of audit and finance, quality and safety, and talent management.
    - 9.7 When approving resource allocation decisions, the governing body evaluates the impact of the decision on quality, safety and client experience.
    - 10.2 The governing body monitors organization-level measures of patient safety.

\_\_\_\_\_ Secretary and / or \_\_\_\_\_ Chairman

Next Steps:

- Present to the board and gain support for our governance improvement priorities. Add to the GC work plan for 22-23.
- This plan will be confirmed at a later date

**ACTION: The Quality and Finance committee work plans will need to be reviewed by Krista and Tandra**

3.2.1 Slate of Nominees to Board Positions

The following candidates were nominated to be elected as Board Members at the AGM

1. Alysha Racktoo
2. Jennifer Graham
3. Justyn Mahanger
4. Sandy Kang-Gill

**MOTION: Lori moved that Alysha Racktoo, Jennifer Graham, Justyn Mahanger and Sandy Kang- Gill be approved as nominees for director positions to be elected at the annual general meeting 2021/2022. Seconded by Brian. CARRIED.**

3.3 ONCA Transition

SHIP staff began meeting with our corporate lawyers, Blumberg, in November of 2021 to start the transition

This process included a legal review of:

- Letters Patent
- By Law 6
- Articles of Amendment
- Restated Articles of Incorporation
- New By-law No. 7

The above documents were brought to a number of Governance Committee meetings for review, discussion and recommendation to which changes were incorporated. The Governance Committee found these changes satisfactory

**Next Steps:**

***Board Meeting***

- Blumberg has prepared the Resolution of Directors (Appendix B)
- The directors must approve the ONCA transition documents by passing the Resolution of Directors by majority vote.

***AGM Meeting***

- Blumberg has prepared the Special Resolution of Members
- The members must approve the ONCA transition documents by passing the Special Resolution of Members by 2/3 vote.
- Since the directors and the Members of SHIP are the same individuals, it may seem superfluous to have the same people approve the documents twice but please note that you are wearing different hats at the different meetings: at the Board meeting you vote as directors; at the AGM you vote as Members of the corporation. For the ONCA transition, the corporate legislation requires that the Members of the corporation must approve the ONCA transition documents by passing the Special Resolutions.

\_\_\_\_\_ Secretary and / or \_\_\_\_\_ Chairman

**Recommendation:**

The Governance Committee is putting forward a motion to the Board for approval of the Articles of Amendment, Restated Articles of Incorporation and By-Law 7at the pre-AGM board meeting.

**MOTION: Keith moved to approve the ONCA transition documents by passing the Resolution of Directors. Seconded by Brian. CARRIED**

3.4 Finance Update

3.4.1 Q1 Report

- The Q1 ended June 30<sup>th</sup> 2022 and overall SHIP is sitting at a surplus of \$769, 000
- We are experiencing a shortage in nursing staff and has created a vacancy in our Ontario Health funded programs. Union rates are much lower that market rates and positions remain vacant longer because we are unable to compete with hospitals
- We are unable to secure additional units due to rent supplement dollars form the Ministry of Health which is significantly lower than the Region of Peel

3.4.2 Line of Credit

- Ship switched banking services form Scotia Bank to CIBC and is looking to re-establish a \$100,000 line of Credit with CIBC

**MOTION: Tandra moved that the Corporation execute and deliver to Canadian Imperial Bank of Commerce the Security Agreement attached to this resolution, and that Lesley Nagoda and Thomas DiCarlo or any one of them is/are hereby authorized to execute and deliver same on behalf of the Corporation. Seconded by Krista. CARRIED**

3.5 Region of Waterloo

- The Region of Waterloo approached SHIP 2 months ago to see if there was any interest in running one of their shelters.
- This will be a men’s shelter where a portion of the funding will be from different sources. The proposed budget is approximately \$1.6 million

**MOTION: Brian moved to approve SHIP proceeding with the expansion into the Waterloo Region and to authorize the CEO and CFO to execute a contract with the Region of Waterloo for the provision of shelter services if selected by the Region to provide the services. Seconded by Keith. CARRIED**

3.6 Capital Property Update

- 1<sup>st</sup> Street Motel
  - SHIP is exploring funding opportunities with CMHC in the form of a grant up to \$125,000 per door totalling \$3.3 million
  - The Project manager will go back to look at making all units energy efficient. They will be doing some final calculations.
  - We will know within 4 weeks if we have been approved for the grant.
- 343 Lakeshore
  - SHIP made an offer on this property for \$2.56 million. The offer was accepted and the closing is October 28<sup>th</sup>
  - The community advisory board is currently meeting to review applications for the property. We will find out closer to the end of the month if we have been successful or not

\_\_\_\_\_ Secretary and / or \_\_\_\_\_ Chairman

**MOTION: Keith moved that the Board approve the purchases of the property at 343 Lakeshore Road. Seconded by Lori. CARRIED**

**4.0 OTHER BUSINESS**

- No other business was brought forward

**5.0 INFORMATION ITEMS**

5.1 Board Education Opportunities

- ONPHA is offering a Governance essentials program. It should be offered to the new directors.

5.2 Town Hall

- September 26, 2022

6.3 Next Meeting

- The date of the next Board Meeting is October 18, 2022

**6.0 IN CAMERA**

n/a

**7.0 MEETING WITHOUT MANAGEMENT – CEO**

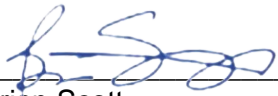
n/a

**8.0 MEETING WITHOUT MANAGEMENT**

n/a

**9.0 ADJOURNMENT**

There being no further business brought before the Board, the meeting was adjourned at 5:45 pm

  
\_\_\_\_\_  
Brian Scott  
Board Vice Chair

and / or

\_\_\_\_\_  
Tandra Acharjee  
Board Secretary

\_\_\_\_\_  
Secretary and / or \_\_\_\_\_ Chairman