

Meeting of the SHIP Board of Directors
June 20, 2023 (6:00 to 8:00 pm)
SHIP Teams Meeting
60 Courtneypark Drive West – Unit 2, Mississauga, ON L5W 0B3

Members: Brian E. Scott, Lori Ker, Alysha Racktoo, Sandy Kang-Gill, Krista Collinson,
Tandra Acharjee

Regrets: Jennifer Graham, Justyn Mahanger

Staff: Lesley Nagoda, Thomas DiCarlo

1.0 OPENING ITEMS

1.1 Call to Order and Welcoming Remarks

- The Chair welcomed board members and staff and called the meeting to order at 6:00 p.m.
Lesley Nagoda was Recording Secretary

1.2 Disclosure of Conflict of Interest

- No conflict of interest was declared.

1.3 Land acknowledgement

- The Chair opened the meeting with a land acknowledgement.

1.4 Approval of agenda

- No changes to the agenda

MOTION: Alysha moved to approve the regular Board agenda as well as items listed under the consent agenda. Seconded by Lori. CARRIED.

1.5 Chairs Remarks

- Coming up to summer thank you for all work over the past few months
- Still opportunity for us to see one another over the summer. The CEO will share dates and times of any staff / client summer events.
- Want everyone to enjoy their summer.

1.6 Board Action Log

- ACTION:
 - Add action item from page 13 of Board package regarding the EDI Action Plan
 - Add status “actioned”

1.7 CEO Compliance Statement: Statutory Reporting

- The CEO stated that during this period 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.

2.0 CONSENT AGENDA

_____ Secretary and / or _____ Board Chair

- 2.1 Board Meeting Minutes from May 16, 2022
- 2.2 Receipt of the Governance Committee Minutes from May 9, 2023
- 2.3 Receipt of the Finance Committee Minutes from May 10, 2023

3.0 BUSINESS OF THE MEETING

3.1 Client Experience story

- A client experience story from SHIPs Hansen program was shared.

3.2 CEO Report

- The CEO highlighted the following from the report:
 - Updates on 236 First Street
 - Funding Updates
 - 30th Year celebration updates
 - Pride events updates

3.3 MSAA Schedule F – Declaration of Compliance

- CEO reported that a requirement of Ontario Health's Multi-Sector Service Accountability Agreement (MSAA) is the annual Declaration of Compliance.
- Within 90 Days of the HSP's fiscal yearend, the Board must issue a Compliance Declaration declaring that the HSP Multi-Sector Service Accountability Agreement for the term has complied with the terms of the MSAA Agreement.
- SHIP is in compliance with the obligations under the MSAA.

MOTION: Krista moved that after making inquiries of Lesley Nagoda, Chief Executive Officer and other appropriate officers of the HSP and subject to any exceptions identified on Appendix 1 to this Declaration of Compliance, to the best of the Board's knowledge and belief, the HSP has fulfilled, its obligations under the service accountability agreement (the "MSAA") in effect during the Applicable Period. Seconded by Tandra. CARRIED

3.4.1 Audited Financial Statement

- The Board of Directors was presented with the auditors' 2022/2023 audit results report and with information on the audited statements for the year ended March 31, 2023.
- There are a few areas of improvement noted which the finance team will be working on addressing during the current fiscal year.
- Updates on progress for addressing the areas of improvement will be presented to the finance committee throughout the year.
- The audited financial statements contain an unqualified audit opinion from Grant Thornton, they did not identify any major issues that would cause them to modify or qualify their opinion on the financial statements.
- The audit team and Board congratulated Thomas and his team.

MOTION: Tandra moved that the Board of Directors approve the audited statements for the year ended March 31, 2023. Seconded by Alysha. CARRIED

3.4.2 Finance Committee Update

- The update from the Finance committee covered:

_____ Secretary and / or _____ Board Chair

- Auditor Appointment: A discussion on the performance of the auditors during the current year fiscal audit took place. They were awarded the services for a 5-year period with an option to extend for an additional year. It is recommended that Grant Thornton be reappointed at the Annual General Meeting subject to Grant Thornton proposing a replacement manager before the AGM in September.

MOTION: Lori moved that the Board of Directors recommend that Grant Thornton be appointed as auditors at the Annual Meeting for the March 31, 2024 year end. Seconded by Sandy. CARRIED

- Reserve Fund Report and Reserve Fund Policy: The annual reserve fund report was presented to highlighting the activity in SHIP's reserves funds for the year, the proposed allocation of contributions to the reserves, updated future contributions and an update to the reserve fund policy.
- In the current year all minimum contributions to the capital reserve were met and there was an excess available for contributions to the reserves.
- The reserve fund policy was reviewed by our charity law specialist, Blumberg Law, and they suggested a few changes to the current policy which has been updated.

MOTION: Krista moved that the Board of Directors approve the reserve fund allocations as recommended above and that the updated reserve fund policy be approved. Seconded by Tandra. CARRIED

ACTION:

- Recommended to add Government to Step 3 of the cybersecurity incident communications.

3.5 Quality Committee Update

- The update from the Quality committee covered:
 - Ethics Review Committee: SHIPs 2022/2023 Ethics Review Committee outcomes. SHIP has been really focused on raising Ethics education and awareness across the organization.
 - Client and Family Program Advisory: an update on the client and family program advisory committee activity was provided. The quality committee discussed the benefit of having either a representative from SHIPs client and family program advisory committee be a member of the quality committee and / or present with Shirley on committee outcomes at least 2x per year.
 - Progress on OHRS: it was reported that in the first two months of the fiscal year, we are meeting and / or exceeding all of our funded targets with the exception of one. There is a negative variance (-9%) for Group Participants.
 - Quality Dashboard, Incidents and Complaints update: Management presented an Incident Reports update

3.6 Governance Update

- The update from the Governance committee covered:

_____ Secretary and / or _____ Board Chair

- Update on the Strategic Plan Progress: the 2023 / 2024 Annual Strategic Business Plan has been developed. There are 48 actions across the three aims to be focused on for this fiscal year.
- Accreditation: The committee was reminded that the Governance Functioning Tool and Board Effectiveness Survey was administered on June 2 2023 with a closing date of June 23, 2023.
- Governance Policy Review: the feedback is being collated and being updated for the Governance Manual. The plan is to incorporate all the feedback and to circulate the draft to the Governance Committee for review. The final document will go to Governance in September for recommendations to the Board in September.
- Annual Meeting: SHIP is starting to plan for the Annual Meeting which will be held September 19, 2023. It was agreed that the Pre Annual Meeting Board meeting will take place the day before the Annual Meeting to tie up loose ends over the summer, to provide time to support any motions, etc. and to allow for more opportunity to interact with staff / guests before the Annual Meeting on the evening of the event.

3.7 HST Committee Update

- There was an update on OHT work and the wait from the community on further instruction as it pertains to Governance and the creation of not-for profit corporations.
- There was discussion on Peels Dissolution impact on SHIP.

3.8 Accreditation Update

- A monthly Accreditation Report was provided. It covered a backgrounder, status of work internally and highlights. It also shared the site survey dates; November 20-24 and the bios of the two site surveyors. It was shared that one of the site surveyors was the lead surveyor with SHIP for the 2015 survey.
- Staff will be arranging a mock survey for the Board in advance of the site visit.

4.0 OTHER BUSINESS

- n/a

5.0 INFORMATION ITEMS

5.1 Board Education

- n/a

5.2 Next Town Hall

- June 26, 2023 – Brian to present
- July 31, 2023 – Tandra to present

5.3 Next Meeting

- The date of the next Board Meeting is September 18, 2023 and will be virtual.

6.0 IN CAMERA

_____ Secretary and / or _____ Board Chair

MOTION: Brian moved to go In Camera. Seconded by Alysha. **CARRIED.**

MOTION: Brian moved to move out of In Camera. Seconded by Alysha. **CARRIED.**

The Board moved from in camera with the following **MOTIONS:**

Lori moved that the Board approve the nominations of three community participants as Board Directors to be elected at the 2023 Annual Meeting. **Seconded by Sandy. CARRIED**

Lori moved that that the Board approve to bring a resolution to the 2023 Annual Meeting to set the number of directors at eleven (11) as recommended by the Governance Committee. **Seconded by Krista. CARRIED**

ACTION: Lesley to send out the Leadership preference form

7.0 ADJOURNMENT

There being no further business brought before the Board, the meeting was adjourned at 7:45 pm

8.0 MEETING WITHOUT MANAGEMENT

n/a



Brian Scott
Board Chair

and / or


Lesley Nagoda
Board Secretary

Secretary and / or _____ Board Chair