

**Board of Directors Meeting**  
**Tuesday June 18, 2024 (6:00 to 8:00 pm)**  
**SHIP In Person Meeting**  
**Minutes**  
**Agenda Item 2.1**

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Members: Brian Scott, Lori Ker, Sandy Kang-Gill, Tandra Acharjee, Jennifer Graham, Justyn Mahanger, Arun Navaratnasingam, Shafqat Suri, Krista Collinson, Alysha Racktoo

Staff: Lesley Nagoda, Sharon Fernandes, Thomas DiCarlo

Guests: Sonja Nerad, Judy Wolfe

Regrets: Jenn Graham

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## **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 7:03 pm. Sharon Fernandes was Recording Secretary

### 1.2 Disclosure of Conflict of Interest

- No changes

### 1.3 Land acknowledgement

- The Chair opened the meeting with a land acknowledgement.

### 1.4 Chairs remarks

- No remarks.

### 1.5 Board Action Log

- No changes

### 1.6 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**

2.1 Approval of Agenda

2.2 Board Meeting Minutes May 21, 2024

2.3 Receipt of draft Health System Transformation Meeting minutes June 3, 2024

2.4 Receipt of draft Governance Committee Meeting minutes June 11, 2024

2.5 Receipt of draft Finance Committee Meeting minutes June 12, 2024

2.6 Receipt of draft Quality Committee Meeting minutes June 14, 2024

**MOTION: Krista moved to approve the meeting agenda as well as all items listed under item 2.0 the consent agenda. Seconded by Tandra. CARRIED**

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### **3.0 BUSINESS OF THE MEETING**

#### **3.1 Client Story**

- Cory O’Handley, Director of Housing Development and Service Innovation, shared story about a Peace Ranch client to showcase Peace Ranch staff’s client-centered approach to care.
- The story exemplifies staff dedication in supporting a client through struggles of anxiety, enabling his successful participation in a driving training program.
- It highlights the nurturing environment at Peace Ranch and the staff’s role in fostering independence and confidence among SHIP clients.
- This demonstrates the importance of personalized care and holistic support in helping clients achieve their recovery goals.

#### **3.2 Growth Strategy Presentation**

- SHIP is developing a growth strategy for better access to housing with mental health supports.
- Drivers include urgency to improve services, recent organizational changes, and the need for greater impact, scale, efficiency, and sustainability.
- The strategy aims to define growth potential, prevent mission drift, and plan strategically amid evolving challenges.
- It will outline objectives, strategies, resources, and infrastructure for sustainable operations.
- Consultants SN Management and Consulting Matrix, led by Sonja Nerad, are guiding the strategy with expertise in strategic planning and homelessness sectors.
- Oversight of this project is through the Health System Transformation Committee
- The focus will be to discuss strengths, limitations, future vision, environmental factors, quick wins, risks, and additional insights.
- The Board wants more clarity on what Corporate Strategy is versus Growth Strategy

#### **3.3 CEO Report**

- This report covered the reporting period: May 15<sup>th</sup> to June 14<sup>th</sup>, 2024. The past month the focus has been on leadership within Hills of Headwaters Ontario Health Team.
- 236 First Street updates:
  - 24 out of 27 units rented.
  - Continued work with CMHC and Ministry of Health on Loan Agreement. Our CMHC representative has escalated this with their management
  - Landscaping nearly complete.
- 273 Main Street:
  - Beginning RFP drafting.
  - Pending funding update.
- Funding updates:
  - Region of Peel grants:
    - Successful \$29,000 grant for Community Needs Assessment.
    - \$300,000 grant for leadership development program.
    - Progressing towards project completion and hiring.
- SHIP received recognition at Inform USA: Innovation of the Year award for Operational Effectiveness.

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- Initiatives:
    - Cobbs Men's Comfort Kits drive ongoing.
  - All-staff day on June 15th: Covered Critical Incident Stress Management, SHIP's ERGs, and Strategic Plan updates, a panel on Concurrent Disorders. Launch of "One Team, How Can I Help" campaign.
  - The May Town hall covered: Updates on various topics including Cyber Security, Internal Quality Audit, IPAC, new hires, and community updates.
  - Engagement meetings in the community were held with the of CEO Indwell and Ward 3 Mississauga Counsellor Fonseca.

### 3.4 Finance Committee Report

#### Auditor Appointment:

- The Finance and Risk Committee reviewed the auditor's performance for the current year's fiscal audit.
- Grant Thornton has been SHIP's auditor for a 5-year period, with an option to extend for another year, which is now at its end.
- The auditors showed improved performance in the 2024 audit compared to previous years, with better communication and timely document submissions.
- It is recommended to reappoint Grant Thornton for the March 31, 2025 year-end audit, pending a reasonable fee quote (within 5% of current fees) and availability of the current audit manager.
- The CFO will obtain a quote and discuss staffing with Grant Thornton; any fee increase over 5% will require Finance Committee approval or seeking other quotes.
- After next year's audit, it is advised to either tender the audit or obtain quotes from at least three accounting firms due to the completion of the extended term with Grant Thornton.
- The Auditor fees have increased by 7% to \$37,000 from \$32,500

**MOTION: Tandra moved that the Board of Directors recommend that Grant Thornton be reappointed auditors at the Annual Meeting. Seconded by Justyn. CARRIED**

#### Reserve Fund Report and Reserve Fund Policy:

- Presented to Finance and Risk Committee per SHIP's policy.
- Summarizes activities in SHIP's reserve funds, proposed contributions, and policy updates.

#### Future Contributions:

- Updated BCA suggests capital reserve fund needs:
  - 2025: \$1,347,711
  - 2026: \$1,374,615
  - 2027: \$1,402,057
  - 2028: \$1,430,047
  - 2029: \$1,458,598
- Recommended to update BCA due to inflation and cost changes.

#### Operating Reserve Fund:

- Supports operations during funding loss:
  - Ontario Health: \$2,337,797

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- Ministry of Health: \$1,143,951
  - Capital Properties: \$463,453
  - Total: \$3,945,201

**Activity and Contributions:**

- Yearly transactions:
  - \$117,091 for capital work from reserves.
  - \$115,181 for projects from special projects reserve.
  - Exceeded minimum capital reserve contributions by \$521,932, for Board's discretionary use.

**Borrowing and Internal Funding:**

- First Street project until external funding secured.
- 273 Main Street purchase to be funded during project development.

**Surplus Allocation Recommendations:**

- \$65,000 to special projects reserve for growth strategy and rent system.
- \$50,000 to Peace Ranch capital reserve.
- Allocate surpluses to reduce internal borrowing on specific buildings.
- Apply remaining surplus against 236 First Street internal borrowing.

**Reserve Fund Policy:**

- Last reviewed June 2023, proposed unchanged for current year.
- Appendix A details unchanged reserve fund policy.

**Board Recommendations:**

1. Approve proposed reserve fund allocations.
2. Approve reserve fund policy outlined in Appendix A.
3. Approve updated operating reserve fund balance of \$3,945,201.
4. Approve updated BCA and Reserve Fund Study for all SHIP-owned capital buildings.

**MOTION: Tandra moved that the Board of Directors approve the reserve fund allocations as recommended above, that the reserve fund policy be approved, that the operating reserve fund balance be set at \$3,945,201 and that an updated Building Condition Assessment and Reserve Fund Study be performed. Seconded by Lori. CARRIED**

**Risk Register Update**

- Finance and Risk Committee update included four monitored risks: cybersecurity, funding gap, artificial intelligence, and capital asset management.
- Progress on each risk mitigation strategy is on track for resolution by fiscal year-end.
- Detailed update on cybersecurity risk focused on incident response plan and board involvement:
  - The information systems team at SHIP, would respond to any cyber incident.
  - Incident classified as Critical, High, Medium, or Low based on breach severity.
  - Critical and High incidents involve insurance, legal counsel, and board communication.

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- Communication plan for incidents covers internal, external, and stakeholder communications:
  - Internal: All-hands meeting or town hall with board presence; use of secure email and phone systems.
  - External: Handled via public relations and legal team; potential press release coordinated with board.
  - Stakeholder support includes helpline/email for client/partner assistance; guidance on data impact.
  - Privacy Officer would notify privacy commission if necessary; board involvement in all communications.
  - Post-incident debrief includes board chair, discussing lessons learned, improvements, and plan updates.
  - Incident report prepared would summarize the attack, response actions, and prevention recommendations for board review.
  - Artic Wolfe has been engaged to provide 24/7 monitoring service for suspicious activities. Their contract comes into effect in August.

#### 3.4.1 Audited Financial Statements

##### Audit Process Overview:

- During May and June: SHIP was focused on the fiscal year-end audit
- The final audit results report was received from auditors. There were no matters of concern and no uncorrected entries
- The audited financial statements are ready for final approval.

##### Final Audit Results Report (Appendix B):

1. Audit status: Substantially completed, pending management letter and statement approval.
2. Risks and audit procedures results: No concerns found in management controls, revenue recognition, or accounts payables.
3. Other audit focuses: No issues identified in accounting estimates, program funding, capital assets, fraud, or litigation.
4. No adjustments or uncorrected misstatements in financial statements.
5. Areas of improvement noted: Rent expense tracking, revenue documentation for co-run projects.

##### Audited Financial Statements (Appendix C):

1. Unqualified audit opinion from Grant Thornton (no major issues identified).
2. Surplus of \$1.62 million added to net asset balance.
3. Capital and operating reserves increased by \$2.2 million.
4. Revenue increased by 9% to \$52.4 million, driven by new programs and funding increases.
5. Corresponding increase in expenses by \$3.1 million.
6. Cash and investments decreased by \$2.4 million due to property purchases.
7. Increase in capital assets from property purchases and renovations.
8. Decrease in program funding payable due to repayments and fund surpluses.

##### Recommendation:

- Approve the audited financial statements for the year ended March 31, 2024.

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The finance team will address noted improvements during the current fiscal year, with updates provided to the finance committee.

**MOTION: Krista moved that the Board of Directors approve the audited statements for the year ended March 31, 2024, Seconded by Alysha. CARRIED**

### 3.5 Quality Committee Report

Client and Family Program Advisory Committee update:

- Increased consultation across SHIP.
- Committee members feel valued; their input is integrated.
- Reviewed several policies and procedures (Assessment Report Form, program eligibility letters, Waitlist Management via IDEA worksheet, SHIP's Risk Register, People with Lived and Living Experience Framework).

Ethics Review Committee trends:

- Focus on ethics education and awareness.
- Created Ethics Champions and conducted MAID Training.
- Updated policies (Grants, donor engagement, Appeal and re-housing processes).
- Engaged with Community Ethics Network.
- Addressed ethical issues using IDEA worksheet.
- Participated in accreditation process.

Quality Dashboard, Incidents, and Complaints update:

- SHIP's Quality Committee oversees safety indicators, incident reports, and client feedback.
- Reported over 200 incidents in Q1 FY2024/2025, driven by new transitional housing program at University Avenue.
- Top client-related incidents: Medical conditions, client threats, security issues, client complaints, self-harm thoughts.
- Identified improvement opportunities in client record management and operational processes.
- Addressed 11 complaints, with most due to misunderstanding or confusion, not organizational issues.

Risk Register:

- Mitigating strategies and action plans were discussed for risks: Landlord & Tenant relationships, staff wellness, congregate sites.

### 3.6 Governance Committee Report

Board Governance Evaluation Survey

- SHIP uses Accreditation Canada's Governance Functioning Tool (GFT) for annual self-evaluation since 2020.
- 2024 GFT conducted in May and June with 9 Directors participating.
- Results: All 34 questions were positive (green) except one.
- Improvement highlights:
  - 4 yellow ratings improved to green.
  - 1 red rating improved to green.

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- 1 red rating remained unchanged: "As individual members, we need better feedback about our contribution."
  - Proposed enhancements include individual director assessments and better feedback mechanisms.

#### Board Recruitment Update

- SHIP can have up to twenty directors, currently has eleven with three stepping down in September.
- Recruitment ongoing with three nominees: Lawrence D'Souza, Michael Finch, and Agil George.
- Expertise in housing, leadership, governance, risk management, and facility management.
- Two candidates from Peel Region, one from Dufferin; pending Board approval, references will be checked.
- Community Participant nominations: Buruzoth Balasubramaniam and Christine Lund, along with Alysha Racktoo.
- Christine has no governance experience and strong client support interest.
- Buruzoth's skills not fully aligned; but both candidates are eager to contribute pending Board approval for committee involvement.

**MOTION: Tandra moved that the Board approve the nominations of Lawrence D'Souza, Michael Finch and Agil George as Board Directors to be elected at SHIP's 2024 Annual Meeting contingent on references as proposed by the Governance Committee. Seconded by Arun. CARRIED**

#### Director, Officer & Committee Chair Recommendation

- Recommendations based on Board Leadership preference form:
- Tandra continues as Treasurer in Finance.
- Brian steps down as Board Chair, becomes Chair of Governance Committee.
- Alysha steps down from Board, remains Community Participant with Quality Committee.
- Sandy remains Chair of Quality Committee.
- Keith remains Chair of HST Committee and member of Finance Committee.
- Jennifer joins Quality Committee, preference for a non 8 am start.
- A discussion was had on the placement of potential new Board members and community participants on Committees.

#### Annual Meeting Planning

- Annual Meeting scheduled for September 17, 2024.
- Event segments:
  1. Public Event: Award ceremony, open to the public, reports from Chair and CEO.
  2. Annual Meeting Business meeting.
  3. Post Board meeting: Short meeting to elect Officers.
- Pre-Annual Meeting (September 16, 2024, Virtual): Discuss nominees for board positions and Inspiration Award winners.
- Annual Meeting: Public Meeting (September 17, 2024, Hybrid at 60 Courtney Park):
- Theme: Leading with Excellence.

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- Includes welcome remarks, reports, service highlights, review video, and Inspiration Awards presentation.
- Annual Meeting: Business Meeting (September 17, 2024, Hybrid at 60 Courtney Park):
  - Agenda: Approve previous year's meeting minutes, financial presentations, appoint auditors, elect directors.
- Post Annual Meeting Board Meeting: Brief meeting to elect board officers and form committees.
- Note: All presenters must attend in person.

#### Ambassadorship – Director's Role

- Ambassador Guide for Directors developed and shared with the Board.
- The guide will be included in Director Orientation and onboarding program.
- Feedback from the Board is being requested on the guide.

#### 3.7 HST Committee Report

##### MHA, Housing and Homelessness

- Ontario Health asked Mental Health and Addictions Health Service Providers (HSPs) for funding priorities.
- Priority areas include funding stabilization, nurse practitioners, waitlist management, expanding supportive housing, and Dufferin Safebeds.
- SHIP is addressing pressure in emergency shelters, particularly in Peel, with strategies to prevent homelessness.
- Ontario's government is exploring modular housing as a solution, supported by the committee.

##### Ontario Health Teams: Transfer Payment Agreement Deliverable

- Ontario Health confirmed three-year annual funding for Ontario Health Teams (OHTs) from 2024-2027.
- Updated objectives include Integrated Care, Equity Approaches, System Navigation, Leadership, Primary Care Engagement, Home Care, and Data.
- SHIP participates in three OHTs: CW OHT, MH OHT (partner meeting postponed, developing Health Equity Assessment Tool), and HOHCC OHT (leadership change, obtained funding for Palliative Clinical Coach).

##### Metamorphosis

- Metamorphosis network of 100+ non-profits met, focusing on enhancing client services and advocating for stable funding.
- Annual Work Plan emphasizes communication, engagement, and voter turnout for Mississauga mayoral election.
- Research commissioned by the Network highlighted per capita underfunding of social services in Peel Region compared to similar regions.
- Discussion on SHIP's involvement and advocacy, focusing on social housing disparity, mental health funding, and financial investments needed.



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3.8 MSAA

Annual Declaration of Compliance Requirement:

- Is a requirement in the Multi-Sector Service Accountability Agreement (MSAA) with Ontario Health.
- It is due within 90 days of the HSP's fiscal yearend.

Specific Compliance Areas

- Article 4.8 of MSAA (Procurement Practices):
  - Subject to BPSAA procurement provisions.
  - Compliance with Broader Public Sector Guidelines, including competitive procurement for items over \$25,000.
  - No declarations of non-compliance for 2023-2024.

Connecting Care Act, 2019:

- No declarations of non-compliance for 2023-2024.

Analysis and Recommendation:

- SHIP is compliant with MSAA obligations for 2023-2024.
- Board should pass motion and sign off on the Declaration of Compliance for submission to Ontario Health.

Transparency Requirement (Section 8.5 of MSAA):

- Requires posting of MSAA Agreement and Compliance Declaration in a publicly accessible place.
- Will be posted once Schedule F is approved, with assistance from IT for online posting.

**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 Alysha. CARRIED**

**4.0 OTHER BUSINESS**

- No additional business was discussed

**5.0 INFORMATION ITEMS**

5.1 Next Town Hall

- Monday June 24, 2024 – Lori will provide an overview of what the Governance Committee does
- Sandy for Quality in July
- Tandra for Finance in August
- Keith for HST - September

**ACTION:** Sharon to forward the relevant Town Hall invitations to the Board Members

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5.2 Next Meeting

- The date of the next Board Meeting will be in-person and is on September 17, 2024

**6.0 IN CAMERA**

6.1 Union Negotiations

**MOTION: Alysha moved to enter into the in-camera portion of the meeting. Seconded by Shafqat. CARRIED**

**MOTION: Alysha moved to close the in-camera portion of the meeting. Seconded by Shafqat. CARRIED**

**7.0 ADJOURNMENT**

There being no further business brought before the Board, the meeting was adjourned at pm.

**MOTION: Brian moved to adjourn the meeting. CARRIED**

**8.0 MEETING WITHOUT MANAGEMENT**

n/a



Brian Scott  
Board Chair

and / or



Lesley Nagoda  
Board Secretary