



Hamilton/Burlington SPCA  
*Board Meeting Minutes*  
Tuesday June 23, 2021. 5:30 p.m.  
By MS Teams

Present: D. Brown, K. Ciavarella, J. Gledhill, S. McLean, T. Nelson, A. Papalia, R. Piper, C. Trembinski, E. Vis, M. Barlow (CEO)  
Regrets: G. Shimoga  
Guest: Michelle Macnab (HBSPCA)

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1.0 Welcome

Not completed due to regret from G. Shimoga.

2.0 Approval of Agenda

**K. Ciavarella moved** the approval of the agenda. **Seconded by R. Piper. Motion carried.**

3.0 Declarations of Conflict of Interest

None noted

4.0 Approval of Minutes

4.1 Approval of minutes from May 11, 2021

**R. Piper moved** the approval of the Board meeting minutes as revised. **Seconded by T. Nelson. Motion carried.**

Action(s): None

5.0 Board Education

5.1 Trap, neuter, vaccinate, return (TNVR)

M. Macnab provided Board with overview of TNVR program and community cats support.

Action(s): None

6.0 Business Arising

None

Action(s): None

7.0 Chair's Report

Mid-July planning session involving K. Ciavarella, M. Barlow, and G. Arsenault planned to assess 2022 Board year and coordinating Board activities.

Thoughts shared on reintroducing Development committee and Quality committee. Further discussion to take place over summer. Additional work over summer regarding all committee workplans to follow.

K. Ciavarella noted further work to ensure full Board complement and fill final vacancy. Board confirmed a virtual Board meeting and AGM for September 2021. Board briefly discussed working to secure and plan follow-up Board retreat regarding strategic plan. K. Ciavarella reminded Board regarding feedback on CEO priorities and associated presentation, C. Trembinski put forward suggestion of land acknowledgements and inclusions in some capacity in Board meetings.

#### 8.0 Consent Agenda

**A. Papalia moved** to receive the Consent Agenda inclusive of the CEO Report and (Shelter) Program Report. **Seconded by T. Nelson. Motion carried.**

#### 8.1 CEO report

M. Barlow provided update on progression of programs due to COVID restrictions beginning to be lifted. K. Ciavarella posed question regarding fundraising schedule and plan. M. Barlow anticipating November 2021 Board meeting presentation. Interim update to Board suggested. Board team Wiggle Waggle Walk discussed. C. Trembinski to lead.

Action(s): None

#### 8.2 Program reports

M. Barlow provided update on shelter report.

#### 9.0 Committee Reports

##### 9.1 Report of the Governance Committee Code of Conduct Policy

R. Piper provide update on Code of Conduct policy edits.

Board notes the removal of 1.0 Duties and Responsibilities of Individual Directors, point K *"Ask the Directors to review a decision, if he/she has reasonable grounds to believe that the Board has acted without reasonably full information or in a manner inconsistent with its fiduciary obligations, and, if still not satisfied after such review, ask that the matter be placed before the membership"*

J. Gledhill suggested rewording of 1.1 Code of Directors, point F to read *"Demonstrates respect for individuals, human, and animal rights"*

**R. Piper motioned** to approve policy as amended. **Seconded by J. Gledhill. Motion carried.**

##### Board Evaluation Policy

R. Piper provide update on Board Evaluation policy edits.

K. Ciavarella suggested R. Piper circulate *HBSPCA Annual Board Effectiveness Evaluation Tool* for feedback.

**R. Piper moved** to approve Board Evaluation policy. **Seconded by T. Nelson. Motion carried.**

##### 9.2 Report of the Finance Committee

D. Brown summarized Finance committee meeting on June 17<sup>th</sup>, 2021, including draft audited statement and draft audit findings report.

**D. Brown moved** to approve audited statement and draft findings report as presented by SB partners with year end of March 2021. **Seconded by S. McLean. Motion carried.**

D. Brown updated Board on recommendations for investments and investment portfolio evaluation, after confirming current investment policy.

D. Brown moved that the HBSPCA direct CIBC Wood Gundy to transfer the funds in the Renaissance high interest savings account - \$1.55M (which is generating a yield of 0.25%) to the Total Solutions equity portfolio to align with our investment policy.

D. Brown provided update on financial policy development timeline being completed by S. Porcellato of CharityAcCounts. Finance committee meeting tentatively planned if necessary to review policies. To be determine which policies will require Board review.

M. Barlow updated that full list of procedures will be developed to complement financial policy updates.

#### 10. New Business

None

Action: None

#### 11.0/12.0 In Camera

**K. Ciavarella moved the meeting go in camera at 7:02 p.m. Seconded by R. Piper. Motion carried.**

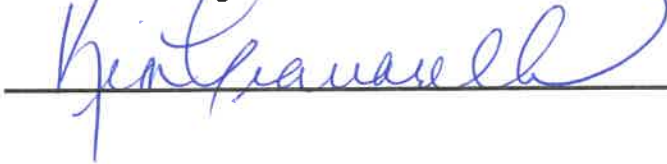
**K. Ciavarella rose to report a legal matter was discussed and moved the meeting come out of camera at 7:47 p.m. Seconded by E. Vis. Motion carried.**

13.0 Next Meeting: **Tuesday September 14, 2021. 5:30 p.m.** By MS Teams

14.0 **K. Ciavarella moved the meeting be adjourned at 7:48 p.m. E. Vis seconded. Motion carried.**

Minutes Approved:

**Board Chair Signature**



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**Board Secretary Signature:**

*Emily Vis*

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