



Hamilton/Burlington SPCA
Board Meeting Minutes
Tuesday September 14, 2021. 5:30 p.m.
By MS Teams

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

1.0 Welcome

2.0 Approval of Agenda

Item 10.1 amended to reflect action to be verbal update only, not approval.

J. Gledhill moved the approval of the agenda as amended. **Seconded by T. Nelson. Motion carried.**

3.0 Declarations of Conflict of Interest

None noted

4.0 Approval of Minutes

4.1 Approval of minutes from June 22, 2021

K. Ciavarella moved the approval of the Board meeting minutes. **Seconded by C. Trembinski. Motion carried.**

Abstention from G. Shimoga noted due to absence from June 2021 Board meeting.

Action(s): None

5.0 Board Education

Fund Development

H. Vaugeois provided overview of fund development over summer and future activities and planned events. Board question and answer period followed.

Action(s): None

6.0 Business Arising

None

Action(s): None

7.0 Chair's Report

K. Ciavarella provided verbal update on committee meetings, AGM, and board member vacancy.

8.0 Consent Agenda

K. Ciavarella moved to receive the Consent Agenda inclusive of the CEO Report and (Shelter) Program Report. **Seconded by G. Shimoga. Motion carried.**

8.1 CEO report

Action(s): None

8.2 Shelter Report

M. Barlow provided update on shelter report.

Action(s): None

9.0 Committee Reports

9.1 Report of the Governance Committee

R. Piper provided verbal update on Board evaluation tool. Board discussed a focus on specific items dependent on their priority level.

9.2 Report of the Finance Committee

D. Brown updated the Board on HBSPCA investments and shifts to align with policy. Finance committee will recommend approval of SB Partners LLC as auditors for fiscal year 2021-2022.

D. Brown moved to appoint SB partners LLP as auditors for 2021-2022 fiscal year. **Seconded by J. Gledhill. Motion carried.**

D. Brown gave an overview of Q1 financial statements, with investment update at next board meeting. K. Ciavarella suggested financial comparisons to fiscal year 2019-2020 to understand performance to pre-COVID. M. Barlow provided overview of balance scorecard. D. Brown requested clarification on how staff interact with the tool. Board discussion around quarter over quarter versus cumulative summaries. K. Ciavarella requested M. Barlow to confirm definition of "cost per dollar raised".

10. New Business

10.1 Board Committees draft terms of reference

R. Piper provided verbal update on Board committee terms of reference.

D. Brown cautioned that the refreshed Fund Development Committee avoid an operational role.

10.2 Formation of Board Committees 2021-2022

R. Piper provided update on committee formation. Board had discussion on committees and assignment.

J. Gledhill moved that committee composition be approved once relevant board members approved at AGM. **Seconded by K. Ciavarella. Motion carried.**

10.3 Draft Board calendar

R. Piper provided update of draft calendar for committee and board meetings for 21-22.

R. Piper moved to accept draft board committee calendar as presented. **T. Nelson seconded. Motion carried.**

10.4 Strategic Plan Retreat Review

K. Ciavarella provided verbal overview on board strategic planning date and continuing previous sessions work.

Action(s): M. Barlow to create calendar invite and discuss with staff for their attendance.

10.5 HBSPCA Lifetime Membership Application

K. Ciavarella moved to approve Karen Sifton as a lifetime member. **C. Trembinski seconded. Motion carried.**

11.0/12.0 In Camera

K. Ciavarella moved the meeting go in camera at **7:15 p.m** **Seconded by C. Trembinski. Motion carried.**

K. Ciavarella rose to report a legal matter was discussed and **moved** the meeting come out of camera at **7:48 p.m. Seconded by E. Vis. Motion carried.**

13.0 Next Meeting: **Tuesday November 9, 2021. 5:30 p.m.** By MS Teams

14.0 **K. Ciavarella moved** the meeting be adjourned at **7:50 p.m. D. Brown seconded. Motion carried.**

Minutes Approved:



Board Chair Signature

Board Secretary Signature:

