



Hamilton/Burlington SPCA
Board Meeting Minutes
Tuesday November 9, 2021. 5:30 p.m.
By MS Teams

Present: D. Brown, K. Ciavarella, S. Mclean, T. Nelson, R. Piper, G. Shimoga, C. Trembinski, E. Vis, M. Emo (CEO)
Regrets: J. Gledhill, A. Papalia
Guest: K. Reichheld, Senior Manager Animal Care (HBSPCA)

1.0 Welcome

2.0 Approval of Agenda

R. Piper moved the approval of the agenda as amended, that 11.0 In Camera with Management follow 5.0 Board Education. **Seconded by S. Mclean. Motion carried.**

3.0 Declarations of Conflict of Interest

None declared.

4.0 Approval of Minutes

K. Ciavarella moved the approval of the September 8 2021 Board meeting minutes with a wording change in 10.1 New Business: "Deb Brown cautioned that the refreshed Fund Development Committee avoid an operational role". **Seconded by R. Piper. Motion carried.**

5.0 Board Education

5.1 HBSPCA and Provincial Animal Welfare Services P.A.W..S

K. Reichheld provided an overview of the relationship between HBSPCA and P.A.W.S. summarising the HBSPCA role in the rescue, veterinary care, shelter care and rehab of animals at risk removed from their environments in Hamilton and surrounding areas by Provincial Inspectors The slide deck can be found in the Board portal.

6.0 In Camera with Management

G. Shimoga moved the meeting go in camera at 6:02 pm. **Seconded by C. Trembinski. Motion carried.**

K. Ciavarella moved the meeting go out of camera at 6:42 pm. **D. Brown seconded. Motion Carried.**

K. Ciavarella reported that the Board went in camera at 6:02 pm to discuss a legal matter and an HR matter. The Board returned to an open session at 6:42 pm.

7.0 Business Arising

None

8.0 Chair's Report

K. Ciavarella updated the Board on conduct of business changes:

- Going forward, the Interim CEO will draft minutes of Board and Committee meetings, unless other wise delegated. Draft Board minutes and Committee minutes will be reviewed by the Secretary and respective Committee Chairs. The practice of posting Board minutes on the web site will be reinstated
- At the Board session on November 13th, proof of vaccination will be required to enter the Marriott Courtyard on Upper James. M. Emo will send location and meal details. D. Brown raised the opportunity to acknowledge at the Board session how challenging a year it has been for Staff.
- The HBSPCA vaccination policy, soon to be finalised, will require all Staff and Volunteers, including Board members to be fully vaccinated. This will have implications for full Board member participation in future in-person meetings.

9.0 Consent Agenda

K. Ciavarella moved to receive the Consent Agenda inclusive of the CEO Report, accompanied by a Draft vaccine mandate policy, and the Shelter Program Report. **Seconded by E. Vis. Motion carried.**

10.0 Committee Reports

10.1 Board Calendar

The calendar of scheduled Board and Committee meetings (2021-2022) was circulated FYI for confirmation. All future meeting invites will be calendar invites to ensure dates and meeting coordinates are together in one place. Board members agreed that Board meetings will be scheduled for two hours.

10.2 Committee Membership

A summary of Committee membership, participating staff and by-law requirements was circulated FYI.

10.3 Philanthropy Committee

C. Trembinski summarised the recent meeting discussions with a focus on Terms of Reference review, name change from Fund Development Committee to Philanthropy Committee, and a draft gift acceptance policy.

C. Trembinski moved that the Terms of Reference for the Philanthropy Committee be approved as amended by the Committee. **K. Ciavarella seconded. Motion carried.**

10.4 Report of the Governance Committee

R. Piper summarised the recent meeting discussions with a focus on Terms of Reference review, Executive Director recruitment, timing of governance policies refresh and/or development, and Board member recruitment.

R. Piper moved that the Governance Terms of Reference be approved as amended by the Committee. **G. Shimoga seconded. Motion carried.**

11.0 New Business

11.1 Report of the Search Committee

R. Piper reported that the Executive Director position has been posted; applications close December 7th with a view to confirming a preferred candidate by the end of January 2022. Discussion highlights included: early response slow in this evolving job market; salary range; and Board members invited to send candidate referrals directly to the search firm. A response to queries as to why the HBSPCA is recruiting at this time will be sent to all Board members and the Interim CEO. (ACTION: R. Piper).

It was noted too that the Interim CEO will be surveying all Staff as to what they are seeking in the new Executive Director.

12.0 Next Meeting: **Tuesday December 14, 2021 at 5:30 pm.** By MS Teams

13.0 **K. Ciavarella moved** the meeting be adjourned at **7:21 pm.** **C. Trembinski seconded.** **Motion carried.**

Minutes Approved:



Board Chair Signature



Board Secretary Signature: