

Present: David Pell, President
Anthony DiCaita, Secretary-Treasurer
Donnamarie Dunk, Board Member
Laura McNeilly, Board Member
Stacey Rous, Board Member

Helen Fishburn, CEO
Anna Tersigni Phelan, Director Quality & Risk
and Chief Privacy Officer
Krista Sibbilin, Director of Services

Katharina Markowiak, Vice-President
Lynda Davenport, Board Member
Somkene Igboanugo, New Professional on Board
Julie Nicholls, Board Member
Irene Thompson, Board Member

Heather Eddy, Director People & Culture
Barbara Farrell, Director of Finance & Decision Support
Alison DeMuy, Director Strategy & Innovation
Jeffery Stanlick, Acting Director of Services

Recorder: Heather Snider, Team Lead, Administration

Regrets: Dana Hardy, Board Member Jibran Khokhar, Board Member

Guests: Miranda Ng, Senior Underwriter & Jey Sivaprasad, Senior Account Executive, HIROC
John Lind, Senior Vice President & Sales Representative, Colliers

Agenda Item	Discussion and Actions
Board Education Session	Barbara introduced Miranda Ng and Jey Sivaprasad from HIROC. Miranda and Jey presented on CMHA WW’s HIROC insurance and liability coverage. Of note: <ul style="list-style-type: none"> • Emerging risks include Cyber & Privacy, and Water Damage; HIROC is seeing an increase in claims in these areas. We are able to increase Cyber & Privacy insurance if necessary. • The policy does not cover construction or new buildings. Questions & Discussion <ul style="list-style-type: none"> • Directors & Officers Insurance – a Director is covered for actions or allegations that occur while the Director is actively serving on the Board. • Ransomware – if a ransomware attack occurs, HIROC would immediately connect CMHA WW with Cyber Security experts for assistance. • Co-insurance for equipment breakdowns – although repair/replacement costs are covered, wear and tear is not.
Welcome, Land Acknowledgement & Call to Order	David Pell welcomed Board members. Katharina Markowiak shared a land acknowledgement.
Declarations of Conflict	None declared.
1.0 Approval of Consent Agenda	It was duly MOVED and SECONDED to approve the April 29, 2021 CMHA WW Board minutes (Irene Thompson, Anthony DiCaita). CARRIED . It was duly MOVED and SECONDED that the consent agenda be approved (Irene Thompson, Anthony DiCaita). CARRIED .

Agenda Item	Discussion and Actions
<p>2.0 Resources Committee Report</p>	<p>Audited Financial Statements</p> <p>Anthony DiCaita and Barbara Farrell presented the Audited Financial Statements.</p> <ul style="list-style-type: none"> • Funds that were not received by March 31 have now been received. • Deferred funds have grown due to MCCSS offering to defer Children’s Funding that was not able to be actioned due to COVID. • Capital assets have increased due to the Woolwich Building project. As we are invested for capital assets that will flow for the duration of the fundraising campaign, net assets changed significantly in movement from unrestricted. <p>Revenue/Expenses</p> <ul style="list-style-type: none"> • We saw a positive variance at year end, primarily related to fundraising. • MCCSS requested ~\$500K be highlighted as a separate line. This relates to the server purchase and additional headsets and equipment for virtual care. • Salaries have increased, as have number of staff (10 additional staff). <p>The Auditors are responsible for the statements up to our June 24 AGM. Forthcoming amendments include the Woolwich Lease and a TD letter of credit.</p> <p>ACTION: If additional agreements are signed up to that date, notes will be added re: these amendments.</p> <p>Audit Findings</p> <p>Anthony congratulated Helen, Barbara and the Finance Team on this clean and successful virtual audit during a very challenging year.</p> <p>It was duly MOVED and SECONDED that the 2021 Audited Financial Statements report be presented to Members at the June 24, 2021 Annual General Meeting (Katharina Markowiak, Irene Thompson). CARRIED.</p> <p>TD Letter of Credit – Woolwich Building</p> <p>As part of the tender process, we committed to having a letter of credit in place by the time we award the Woolwich Building tender in mid-June.</p> <p>ACTION: Barbara will meet with TD next week to review options for the letter of credit.</p> <p>Woolwich Lease</p> <p>Colliers, CMHA WW legal counsel, and Anthony reviewed the lease with no issues to note. The lease terms and conditions have remained largely consistent since initial discussions with Vesterra in 2018.</p> <p>Helen Fishburn and John Lind provided an update on the Woolwich Building, including the lease negotiations. Tender bids are due today. Next steps include finalizing the tender process and securing the lease. While we will move forward with the lowest bidder, John noted that we do include some non-negotiables as part of the tender process (e.g., must meet our timelines).</p> <p>ACTION: Helen, Arlene Dedier and John Lind will report to the Board in 2 to 4 weeks.</p>

Agenda Item	Discussion and Actions
	<p>The tenant improvement allowance is 6.5% guaranteed return on the cost of the building based on the total value of building. No annual increases will occur over the course of the lease.</p> <p>The Board discussed its role in reviewing Woolwich Building information. As the Woolwich project is of major strategic and financial significance to CMHA WW and is not part of an approved budget, these discussions are brought to the Board for consideration.</p> <p>It was duly MOVED and SECONDED to accept the Woolwich Lease as presented and as reviewed by Smith Valeriotte, and at the estimated lease rate of \$39.12/sq ft but not to exceed \$41.00/sq ft (Anthony DiCaita, Stacey Rous). CARRIED.</p>
<p>3.0 Motions Made Outside of Board Meetings</p>	<p>The Board discussed processes for Board business occurring between Board meetings.</p> <p>ACTION: The Governance Committee will draft a policy on Board business between Board meetings.</p> <p>At the April 29, 2021 Board Meeting, the Board reviewed the revised CMHA ON Branch-Division Agreement.</p> <p>It was duly MOVED and SECONDED that the Board approve the revised CMHA ON Branch-Division Agreement, dated March 31, 2021 (Katharina Markowiak, Irene Thompson). CARRIED.</p>
<p>4.0 Governance Committee Report</p>	<p>Irene Thompson presented the Governance Committee report.</p> <p>2021-22 Board Recruitment Update</p> <p>On May 11, 2021, five candidates were interviewed by the Nominating Committee for Board and Board Committee membership. Emmi Perkins, Guelph & Area OHT Transformation Lead joined the interviews on behalf of our system partners.</p> <p>The following candidates are recommended for Board membership:</p> <ul style="list-style-type: none"> • Lisa Hood <p>The following candidates are recommended for Board Committee membership:</p> <ul style="list-style-type: none"> • Michelle Jutzi – Resources Committee • Lindsay Gladding – Fund Development Committee • Julia Goyal – Governance Committee <p>The Nominating Committee recommends that Somkene Igboanugo’s position as New Professional on Board be extended for the 2021-22 Board year.</p> <p>It was duly MOVED and SECONDED to endorse the slate of candidates as presented (Irene Thompson, David Pell). CARRIED.</p> <p>ACTION: We will continue to recruit for Board members, conduct further interviews in mid-June, and present these candidates at the June 24 Annual General Meeting.</p> <p>Board Self-Evaluation</p> <p>The materials were included in the package. Of note are goals to increase Board Diversity, and continue Equity, Diversity and Inclusion work.</p>

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<p>5.0 Strategic Plan Update</p>	<p>Alison DeMuy, Director Strategy and Community Engagement, provided a Strategic Planning update. Alison proposed a “sprint-based process” that covers 12 to 18 months rather than a four-year plan.</p> <p>The process includes regular check ins, and is repeated in 12 to 18 months. The shorter timeline allows for more frequent reporting. During the initial steps, we will review our achievement of the Intended Impact Statement defined in the 2018-21 Strategic Plan.</p> <p>This approach will allow us to respond to the changing demands of the post-pandemic world and to the shifting local, provincial and federal political landscape over the coming year. We will time this to be slightly ahead of the OHT strategic planning process so we can be involved in and inform those processes.</p> <p>Next steps include:</p> <ul style="list-style-type: none"> • Sprint environmental scan • Strategic foresight engagement with Board and Leadership • Engagement of all staff and clients (including family and peer councils) • Senior Leadership, Leadership and Board workshops to test insights <p>ACTION: Alison will prepare a timeline and continue to report to and engage the Board in this process.</p>
<p>6.0 Helen’s Update and Q&A</p>	<p>Helen highlighted the following items from her Board report:</p> <ul style="list-style-type: none"> • Clean audit report • New annualized funding for Children’s Services. • New provincial funding for youth hubs • Additional County of Wellington funding (\$400K) for two years for Rural Wellington youth hubs
<p>7.0 In Camera Session</p> <p>7:47 pm – 7:54 pm</p>	<p>It was duly MOVED and SECONDED that the Board move into camera (Irene Thompson, Donnamarie Dunk). CARRIED.</p> <ul style="list-style-type: none"> • Ontario Health Team Updates <p>It was duly MOVED and SECONDED that the Board move out of camera (Lynda Davenport, Laura McNeilly). CARRIED.</p>
<p>8.0 Closing and Debrief</p>	<p>It was duly MOVED and SECONDED to adjourn the meeting (Stacey Rous, Katharina Markowiak). CARRIED.</p> <p>The meeting was adjourned at 7:55 pm.</p>



David Pell
President



Anthony DiCaita
Secretary-Treasurer