

Present: Katharina Markowiak, President
Anthony DiCaita, Secretary-Treasurer
Brooke Billings, Board Member
Lisa Hood, Board Member
Deanne Metzloff, Board Member
Helen Fishburn, CEO
April O’Neill, Acting Director of Finance
Jeff Stanlick, Director of Services

Irene Thompson, Vice-President
Dana Hardy, Board Member at Large
Neil Dunsmore, Board Member
Somkene Igboanugo, Board Member
Alison DeMuy, Director Strategy & Community Engagement
Krista Sibbilin, Director of Services
Anna Tersigni Phelan, Director Quality & Risk & CPO

Guest: Camille Quenneville, CEO CMHA Ontario

Recorder: Heather Snider, Team Lead Administration

Regrets: Mariah Blake, New Prof. on Board
Julia Goyal, Board Member
Sean Bradley, Board Member
Meredith Gardiner, Director of Services

Agenda Item	Discussion and Actions
1.0 Welcome, Call to Order	Katharina Markowiak welcomed Board members.
2.0 Territorial Acknowledgement	Somkene Igboanugo shared a reflection on his journey learning about Indigenous peoples since arriving in Canada in 2013, and discussed epigenetics and the effect of intergenerational trauma.
3.0 Declarations of Conflict of Interest	No conflicts were declared.
4.0 In Camera Meeting 5:47 – 7:15 pm	It was duly MOVED and SECONDED to move in camera for the following: <ul style="list-style-type: none"> Financial Update Presentation from Camille Quenneville Resources Committee Update (Irene Thomson, Deanne Metzloff). CARRIED. It was duly MOVED and SECONDED that the Board move out of camera (Neil Dunsmore, Somkene Igboanugo). CARRIED.
5.0 Approval of Consent Agenda	It was duly MOVED and SECONDED to approve the April 25, 2024 CMHA WW Board minutes (Neil Dunsmore, Irene Thompson). CARRIED. It was duly MOVED and SECONDED that the consent agenda be approved (Neil Dunsmore, Irene Thompson). CARRIED.
6.0 Board Policy Approval	Two policies were brought forward for Board approval this month: <ul style="list-style-type: none"> 3-004 Integrated Quality & Risk Management 5-038 Board Evaluations It was duly MOVED and SECONDED to approve the Board policies as listed above (Katharina Markowiak, Neil Dunsmore). CARRIED.

Agenda Item	Discussion and Actions
<p>7.0 Communications Plan Update</p>	<p>Alison provided an overview of the Information, Development, Education, Advocacy & Strategy (IDEAS) team. The team covers the areas of Communications, Mental Health Promotion, Fund Development and Government Relations.</p> <p>An annual Communications plan is developed as part of this team’s scope of work.</p>
<p>8.0 Ontario Not-for-Profit Corporations Act</p>	<p>Irene shared an overview of the work completed to date to comply with the Ontario Not-for-profit Corporations Act by October 2024. We have worked with Karima Kanani, Partner, and her team from Miller Thomson to revise our by-laws, governance policies and committee terms of reference to ensure compliance.</p> <p>Irene provided highlights of notable updates to the by-laws and policies, including:</p> <ul style="list-style-type: none"> • Title changes, updated definitions and ensuring gender neutral terms are used • Provisions to allow for electronic meetings and voting • Changing from a fixed Board number to a range of 11 to 14 members • Additional content for Director due process rights re: a removal of Director from office • Additional provisions on rights and duties of Auditors • New Professional on Board to become a full voting member • More robust language re: Director conflict of interest <p>The overall process allowed us to update the agency by-laws and Board policies to reflect current governance practices.</p> <p>Resolutions of the Board</p> <p>ARTICLES OF AMENDMENT</p> <p>WHEREAS the Corporation has a minimum and maximum number of directors on its Board;</p> <p>AND WHEREAS under the Ontario Not-for-Profit Corporations Act, Articles of Amendment are required if the Corporation has a minimum and maximum number of directors on its Board and are to be approved by Special Resolution of the Members;</p> <p>AND WHEREAS the Public Guardian and Trustee has updated requirements for Special Provisions of charitable organizations to be stated in the Articles and the Corporation desires to update its Special Provisions to align with the current Public Guardian and Trustee requirements for Special Provisions;</p> <p>AND WHEREAS the Articles of Amendment have been presented to the Board and are attached.</p> <p>On a motion duly made (Neil Dunsmore), seconded (Lisa Hood) and duly carried, the following was approved:</p> <p>RESOLVED THAT:</p> <ol style="list-style-type: none"> 1. The Articles of Amendment, substantially in the form presented to the meeting and attached, is hereby approved.

Agenda Item	Discussion and Actions
	<p>2. The Articles of Amendment shall be submitted to the Members for approval by Special Resolution in accordance with the Ontario <i>Not-for-Profit Corporations Act</i>.</p> <p>3. Subject to approval of the Articles of Amendment by Special Resolution of the Members, the Chair and Vice Chair, are authorized and directed to do, execute and perform all acts, documents and instruments necessary or desirable to give full force and effect to the foregoing, including, without limitation, the execution and delivery to the Ministry of Public and Business Service Delivery of the Articles of Amendment and all other required documents.</p> <p>4. The persons executing the Articles of Amendment are authorized and directed to make such technical changes as may be required by the Ministry of Public and Business Service Delivery, with no further recourse to the Board of Directors or Members to approve or confirm such changes, and any such amendments made by such persons shall be conclusive evidence of the need to make such amendments and are ratified, sanctioned and approved.</p> <p>BY-LAW 2024-1</p> <p>WHEREAS the Ontario Not-for-Profit Corporations Act (ONCA) became effective as of October 2021;</p> <p>AND WHEREAS corporations have three years to transition their governing documents to conform with ONCA;</p> <p>AND WHEREAS a review and update of the Corporation’s By-laws has been undertaken to align with ONCA and to make other good governance updates;</p> <p>AND WHEREAS Corporate By-Law 2024-1 has been presented to the Board and is attached.</p> <p>On a motion duly made (Neil Dunsmore), seconded (Anthony DiCaita) and duly carried, the following resolutions were passed:</p> <p>RESOLVED THAT:</p> <ol style="list-style-type: none"> 1. The Board hereby approves By-Law 2024-1, being a By-Law relating generally to the conduct of the business and affairs of the Corporation; 2. By-Law 2024-1 shall be submitted to the Members for approval by Special Resolution in accordance with the provisions of ONCA. 3. By-Law No. 2024-1 shall not be effective until it is approved by the Members. 4. By the passage of By-Law 2024-1 by the Members, all prior by-laws of the Corporation shall be repealed. <p>APPROVAL OF POLICIES AND TERMS OF REFERENCE</p> <p>Katharina Markowiak stated that it was now in order to pass a resolution approving Policies and Terms of Reference of the Corporation. Katharina presented a copy of the amended and restated Policies and Terms of Reference to the meeting.</p>

Agenda Item	Discussion and Actions
	<p>Katharina then called for a motion to pass a resolution to approve the amended and restated Policies and Terms of Reference.</p> <p>On a motion duly made (Neil Dunsmore), seconded (Deanne Metzloff) and duly carried, the following resolutions were passed:</p> <p>RESOLVED THAT:</p> <p>1. The following amended and restated Policies are hereby approved in the form presented to the Board and as attached:</p> <ul style="list-style-type: none"> • Policy #2-002 CEO Position Description • Policy #2-003 CEO Performance Management & Evaluation • Policy #2-004 Succession Planning Board, CEO • Policy 2-005 Meeting without Management • Policy 5-001 Roles and Responsibilities of the Board • Policy 5-002 Board Meeting Agenda • Policy 5-003 Board Agenda Development & Use of Consent Agenda • Policy 5-004 Board of Director’s Selection • Policy 5-005 Board of Director’s Nomination & Election • Policy 5-006 Governance Model • Policy 5-007 Conflict of Interest • Policy 5-008 Code of Conduct • Policy 5-010 Removal of a Director • Policy 5-011 Board and Committee Meeting Attendance • Policy 5-020 Board Annual Goals & Work Plans • Policy 5-022 Diversity • Policy 5-032 Reimbursement of Board Director Expenses • Policy 5-033 Board of Directors Position Description • Policy 5-034 Chair-BOD Position Description • Policy 5-036 Vice Chair-BOD Position Description • Policy 5-035 Treasurer – BOD Position Description <p>2. The following amended and restated Terms of Reference are hereby approved in the form presented to the Board and as attached:</p> <ul style="list-style-type: none"> • Policy #7-001 Terms of Reference – Resources Committee
<p>9.0 Helen’s Update</p>	<p>Kitchener Office Update</p> <p>We have had a series of break ins and vandalisms at our King Street office recently. We have supported staff and clients affected by this via debriefing and bringing in Employee and Family Assistant Program supports, and have hired security to monitor the outside of the building. We are also working with the police to follow up.</p>

Agenda Item	Discussion and Actions
<p>10.0 Adjourn Board Meeting</p>	<p>It was duly MOVED and SECONDED to close the CMHA WW Board Meeting and open a CMHA WW Members meeting (Deanne Metzloff, Irene Thompson). CARRIED.</p> <p>The meeting was adjourned at 8:06 pm.</p>
<p>11.0 Members Meeting 8:06 – 8:15 pm</p>	<p>It was duly MOVED and SECONDED to close the CMHA WW Board Meeting and open a CMHA WW Members meeting (Neil Dunsmore, Somkene Igboanugo). CARRIED.</p> <p>ARTICLES OF AMENDMENT</p> <p>WHEREAS the Corporation has a minimum and maximum number of directors on its Board;</p> <p>AND WHEREAS under the Ontario <i>Not-for-Profit Corporations Act</i>, Articles of Amendment are required if the Corporation has a minimum and maximum number of directors on its Board and are to be approved by Special Resolution of the Members;</p> <p>AND WHEREAS the Public Guardian and Trustee has updated requirements for Special Provisions of charitable organizations to be stated in the Articles and the Corporation desires to update its Special Provisions to align with the current Public Guardian and Trustee requirements for Special Provisions;</p> <p>AND WHEREAS the Articles of Amendment were approved at a meeting of the Board of Directors of the Corporation on May 30, 2024;</p> <p>AND WHEREAS approval for the Articles of Amendment, pursuant to the Ontario <i>Not-for-Profit Corporations Act</i> is by special resolution defined in the Ontario <i>Not-for-Profit Corporations Act</i> as a resolution that is submitted to a special meeting of the members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each member of the corporation entitled to vote at a meeting of the members of the corporation or the member’s attorney (“Special Resolution”).</p> <p>AND WHEREAS the Articles of Amendment have been presented to the Members and are attached.</p> <p>On a motion duly made (Deanne Metzloff), seconded (Neil Dunsmore) and carried, the following Special Resolution was passed:</p> <p>RESOLVED AS A SPECIAL RESOLUTION THAT:</p> <ol style="list-style-type: none"> 1. The Articles of Amendment, substantially in the form presented to the meeting and attached, is hereby approved. 2. The Chair and Vice-Chair are authorized and directed to do, execute and perform all acts, documents and instruments necessary or desirable to give full force and effect to the foregoing, including, without limitation, the execution and delivery to the Ministry of Public and Business Service Delivery of the Articles of Amendment and all other required documents.

Agenda Item	Discussion and Actions
	<p>3. The persons executing the Articles of Amendment are authorized and directed to make such technical changes as may be required by the Ministry of Public and Business Service Delivery, with no further recourse to the Board of Directors or Members to approve or confirm such changes, and any such amendments made by such persons shall be conclusive evidence of the need to make such amendments and are ratified, sanctioned and approved.</p> <p>CORPORATE BY-LAW 2024-1</p> <p>WHEREAS the Ontario Not-for-Profit Corporations Act (ONCA) became effective as of October 2021;</p> <p>AND WHEREAS corporations have three years to transition their governing documents to conform with ONCA;</p> <p>AND WHEREAS the Board of Directors has undertaken a review and update of the Corporation’s By-laws to align with ONCA and to make other good governance updates;</p> <p>AND WHEREAS By-Law 2024-1 was passed by the Board of Directors at a meeting duly called and properly constituted on May 30, 2024;</p> <p>AND WHEREAS By-Law 2024-1 includes fundamental changes that require approval by the Members by special resolution in accordance with ONCA;</p> <p>AND WHEREAS special resolution is defined in the Ontario Not-for-Profit Corporations Act as a resolution that is submitted to a special meeting of the members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each member of the corporation entitled to vote at a meeting of the members of the corporation or the member’s attorney (“Special Resolution”);</p> <p>AND WHEREAS By-Law 2024-1 has been presented to the Members and is attached.</p> <p>Katharina Markowiak then called for a motion to pass a resolution to confirm By-Law 2024-1.</p> <p>On motion duly made (Deanne Metzloff), seconded (Neil Dunsmore) and duly carried, the following resolutions were passed:</p> <p>RESOLVED BY SPECIAL RESOLUTION THAT:</p> <ol style="list-style-type: none"> 1. By-Law 2024-1, being a By-Law relating generally to the conduct of the business and affairs of the Corporation, is hereby approved as a By-Law of the Corporation by the Members of the Corporation. 2. By the approval of By-Law 2024-1, all prior By-Laws of the Corporation are hereby repealed.

Agenda Item	Discussion and Actions
	<p>FIXING BOARD SIZE</p> <p>WHEREAS the Corporation’s By-laws provide that the Board shall be comprised of a minimum of eleven (11) and maximum of fourteen (14) Directors, which number shall be fixed from time to time by Special Resolution of the Members, or if a Special Resolution of the Members empowers the Directors to fix the number, by resolution of the Directors;</p> <p>AND WHEREAS the Members desire to fix the number at fourteen (14) Directors;</p> <p>AND WHEREAS the Members desire to empower the Board to fix the number of Directors from time to time;</p> <p>Katharina then called for a motion to pass a resolution to fix the number of Directors on the Board at fourteen (14) Directors;</p> <p>On a motion duly made (Deanne Metzloff), seconded (Neil Dunsmore) and duly carried, the following resolutions were passed:</p> <p>RESOLVED AS A SPECIAL RESOLUTION THAT:</p> <ol style="list-style-type: none"> 1. The number of Directors on the Board shall be fixed at a minimum of eleven (11) and maximum of fourteen (14) Directors; 2. The Members empower the Directors to fix the number of Directors by resolution of the Directors from time to time.
<p>12.0 Closing and Debrief</p>	<p>It was duly MOVED and SECONDED to adjourn the meeting and move into a meeting without management (Neil Dunsmore, Deanne Metzloff). CARRIED.</p> <p>The meeting was adjourned at 8:15 pm.</p>