

**Present:** Katharina Markowiak, Chair  
Anthony DiCaita, Secretary-Treasurer  
Mariah Blake, New Professional on Board  
Julia Goyal, Board Member  
Deanne Metzloff, Board Member  
Helen Fishburn, CEO  
April O’Neill, Acting Director of Finance

Irene Thompson, Vice-Chair  
Dana Hardy, Board Member at Large  
Sean Bradley, Board Member  
Somkene Igboanugo, Board Member  
Anna Tersigni Phelan  
Director Quality & Risk and Chief Privacy Officer

**Recorder:** Heather Snider, Team Lead Administration

**Regrets:** Brooke Billings, Board Member  
Lisa Hood, Board Member  
Neil Dunsmore, Board Member  
Julia Borges, Board Candidate

**Guests:** Inspector David Doxey, Community Committee Member  
Pia Williams, Board Candidate  
Aneesh Sasidharan, KPMG Auditor

| Agenda Item                                       | Discussion and Actions   |
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| 1.0 Welcome & Call to Order                       | Katharina Markowiak welcomed everyone and called the meeting to order.   |
| 2.0 Territorial Acknowledgement                   | Katharina shared a Territorial Acknowledgement.  |
| 3.0 Declarations of Conflict of Interest          | No conflicts were declared.  |
| 4.0 Approval of 2023 AGM Minutes                  | It was duly <b>MOVED</b> and <b>SECONDED</b> that the June 22, 2023 Annual General Meeting minutes be approved (Somkene Igboanugo, Dana Hardy). <b>CARRIED.</b>  |
| 5.0 President & CEO Report                        | Helen highlighted CMHA WW’s experience through 2023-24, including a Year in Review video prepared by Communications Specialist Megan Brady.<br>Katharina noted that it has been a very busy year with many challenges and thanked all the staff, leaders, volunteers and Board members for their dedication to CMHA WW.  |
| 6.0 Ratification of Board Decisions               | It was duly <b>MOVED</b> and <b>SECONDED</b> that all acts, contracts, by-laws, proceedings, appointments, elections and payments enacted, made, done and taken in relation to the business carried on by CMHA Waterloo Wellington and its officers during 2023-24 – and that the same hereby – are approved, ratified, confirmed and adopted by the Members of the Corporation (Irene Thompson, Deanne Metzloff). <b>CARRIED.</b> |
| 7.0 Authority to Conduct Summer Business          | It was duly <b>MOVED</b> and <b>SECONDED</b> that during the summer adjournment if a meeting of the Board of Directors is convened and a quorum of members is not present, the Executive Committee shall be accorded the decision-making authority of the full Board (Deanne Metzloff, Somkene Igboanugo). <b>CARRIED.</b>   |
| 8.0 Presentation of Approved Financial Statements | April O’Neill introduced Aneesh Sasidharan, KPMG Auditor. KPMG conducted the audit in early May 2024. April reviewed the 2023-24 draft audited Financial Statements.   |

| Agenda Item   | Discussion and Actions   |
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|   | <p>The Board of Directors received and approved the 2023-24 Financial Statements at the May 30, 2024 Board meeting. These statements were audited by KPMG for presentation to the Members following recommendation by the Resources Committee.</p> <p>It was duly <b>MOVED</b> and <b>SECONDED</b> to approve the 2023-24 Audited Financial Statements, as presented by our auditors at KPMG (Katharina Markowiak, Dana Hardy). <b>CARRIED.</b></p>  |
| <p><b>9.0 Election of Directors and Members</b></p> | <p>Irene Thompson presented the CMHA WW Board of Directors Slate for 2024-25.</p> <p>The following members were presented for re-election as Director:</p> <ul style="list-style-type: none"> <li>• Anthony DiCaita (3<sup>rd</sup> term, 2024-27)</li> <li>• Neil Dunsmore (2<sup>nd</sup> term, 2024-27)</li> <li>• Lisa Hood (2<sup>nd</sup> term, 2024-27)</li> <li>• Mariah Blake, New Professional on Board (2<sup>nd</sup> term, 2024-25). Note this is now a full voting role.</li> </ul> <p>The following individuals were presented for election for their first term as Board Director (2023-26):</p> <ul style="list-style-type: none"> <li>• Julia Borges</li> <li>• Pia Williams</li> </ul> <p>It was duly <b>MOVED</b> and <b>SECONDED</b> to accept and acclaim the slate of Directors and Board Community Committee Members (Katharina Markowiak, Somkene Igboanugo). <b>CARRIED.</b></p> <p>As per the CMHA WW By-laws, an Executive Committee will be appointed for 2024-25 with the following members:</p> <ul style="list-style-type: none"> <li>• Irene Thompson, Chair</li> <li>• Anthony DiCaita, Vice-Chair</li> <li>• Katharina Markowiak, Treasurer</li> <li>• Dana Hardy, Member at Large</li> </ul> <p>A motion will be tabled at the subsequent regular Board meeting to appoint the Executive Committee.</p> <p>Irene noted that we worked with legal counsel over the winter and spring to ensure compliance with the updated Ontario Not-for-Profit Corporations act. As part of this, we were advised that the role of Board Secretary should be held by the CEO. This change has been made.</p> |
| <p><b>9.0 Closing Remarks</b></p>                   | <p>Irene and Helen thanked Katharina Markowiak for her years of dedication in her role as Board Chair from 2022 to 2024.</p> <p>The meeting was adjourned at 6:48 pm.</p>  |