Canadian Mental Health Association Waterloo Wellington | Association canadienne pour la santé mentale Waterloo Wellington

CMHA Waterloo Wellington Board of Directors Meeting Minutes

Thursday, May 28, 2026 | 5:30 – 8:00 pm

CMHA WW | 737 Woolwich St, Guelph | 1st Floor Community Room

Present: Irene Thompson, Board Chair (virtual); Lisa Hood, Board Vice-Chair (meeting Chair); Deanne Metzloff, Board Member at Large; Sean Bradley, Board Member; Julia Borges, Board Member; Pia Williams, Board Member (virtual); Julia Goyal, Board Member; Somkene Igboanugo, Board Member; K. Daniel Sirivar, Board Member (virtual)

Helen Fishburn, CEO; Michael Buchert, Director, Finance; Alison DeMuy, Director, Strategy & Community Engagement; Jennifer Prior, Director, People & Culture

Recorder: Taylor Hoekstra, Executive Coordinator, Systems

Guest: Dr. Chris DiCarlo, CMHA WW Ethicist

Guests – Meeting without Management: Domenico D'Alessandro and Dani Tucker, Gallagher Benefit Services Canada, HR & Compensation Consulting

Regrets: Brooke Billings, Board Treasurer; Neil Dunsmore, Board Member; Ashton Romany, Board Member; Danielle Fearon, Board Member; Heather Snider, Manager Administration & Governance

Agenda Item	Discussion and Actions
1.0 Education Session	Dr. DiCarlo provided a recap of the May 5, 2026 CMHA WW Ethics Committee meeting, and led a discussion on board governance related to artificial intelligence. A summary on AI Governance was provided, outlining Board responsibilities and oversight. The governing principle is that the board sets direction, risk appetite and oversight, while management runs execution. The board's job is to ensure the organization never deploys AI that outpaces its capacity to govern it safely. Dr. DiCarlo noted that trends in the United States are similar to Canada, in that use of AI chatbots increases among individuals who have reduced access to healthcare. As well, young people are more likely to use AI tools to support their wellbeing and healthcare. Dr. DiCarlo is available to continue supporting the Board as we navigate this area moving forward.
2.0 Meeting without Management (6:00 – 6:50 pm)	The Board adjourned into a regularly-scheduled, in camera Meeting without Management for the annual CEO Performance Review consultation and wrap up, led by the Executive Committee. Helen and all CMHA WW staff were excused for this portion of the meeting. It was duly **MOVED** and **SECONDED** to formally acknowledge that the Executive Committee conducted the 2026 annual CEO Performance Review on behalf of the Board, acknowledging the comprehensive nature of this process, and that the feedback should inform the CEO's upcoming annual goals; the CEO was receptive and appreciative. (Somkene Igboanugo, Deanne Metzloff). **CARRIED.**
3.0 Welcome; Call to Order	Lisa Hood welcomed everyone and called the meeting to order.
4.0 Territorial Acknowledgement	Somkene shared a reflection on a conversation he had with some of his friends who are newer to Canada about territorial and land acknowledgements. Somkene was able to share how much he has learned from the reflections, discussions and experiences we have had with this Board. Somekene acknowledges that it has been very meaningful, helpful and built his awareness, and that he encourages this practice to continue.

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5.0 Approval of Agenda	It was duly **MOVED** and **SECONDED** to approve the May 28, 2026 CMHA WW Board of Directors agenda (Deanne Metzloff, Sean Bradley). **CARRIED.**
6.0 Declarations of Conflict of Interest	Lisa asked that if Board members have a conflict of interest related to any items on the agenda, we state this so it is noted in the minutes. No conflicts were declared.
7.0 Approval of Consent Agenda	It was duly **MOVED** and **SECONDED** that the consent agenda be approved (Somkene Igboanugo, Dean Metzloff). **CARRIED.**
8.0 In Camera Meeting 6:53 – 7:25 pm	It was duly **MOVED** and **SECONDED** to move in camera for government relations and bargaining updates (Deanne Metzloff, Julia Borges). **CARRIED.** It was duly **MOVED** and **SECONDED** to close the in camera meeting (Deanne Metzloff, Somkene Igboanugo). **CARRIED.**
9.0 Resources Committee Report	**CMHA WW Travel, Meals and Hospitality Expenses Policy** This policy has been updated to reflect the current provincial Broader Public Sector Directive and was reviewed in detail by the Resources Committee at their May meeting. The updated policy has been shared with leadership, and, once endorsed by the Board will be shared with all staff. All changes to the policy will take effect June 1, 2026. It was duly **MOVED** and **SECONDED** to approve CMHA WW agency policy CAFI P 202 Travel, Meal & Hospitality Expenses (Deanne Metzloff, Somkene Igboanugo). **CARRIED.** It was duly **MOVED** and **SECONDED** to approve the May 2026 Resources Committee Report (Deanne Metzloff, Pia Williams). **CARRIED.**
10.0 Board Recruitment Update	Pia Williams shared an update on 2026-27 Board recruitment. Four candidates will be interviewed on June 1st and 2nd, and the Governance Committee will review next steps at their June 4th committee meeting. Pia noted that we are considering potential conflicts of interest that may arise with candidates, and being transparent with them about this through the interview process to avoid this from the outset.
11.0 Adjourn Meeting	It was duly **MOVED** and **SECONDED** to adjourn the meeting (Julia Goyal, K. Daniel Sirivar). **CARRIED.** The meeting was adjourned at 7:46 pm.