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

CMHA Waterloo Wellington
Board of Directors
Special Board Meeting Minutes

Wednesday, September 9, 2026 | 8:00 – 9:00 am
Virtual – MS Teams

Present: Irene Thompson, Board Chair; Lisa Hood, Board Vice-Chair; Deanne Metzloff, Board Member at Large; Sean Bradley, Board Member; Julia Borges, Board Member; Danielle Fearon, Board Member; Julia Goyal, Board Member; Rob Howe, Board Member; Somkene Igboanugo, Board Member; Ashton Romany, Board Member; K. Daniel Sirivar, Board Member; Peggy Sweeney, Board Member; Pia Williams, Board Member; Helen Fishburn, CEO; Jennifer Prior, Director, People & Culture; Alison DeMuy, Director Strategy & Community Engagement

Recorder: Heather Snider, Manager, Administration & Governance

Regrets: Brooke Billings, Board Treasurer; Michael Buchert, Director of Finance

Agenda Item	Discussion and Actions
1.0 Welcome; Call to Order	Irene Thompson welcomed Board members and called the meeting to order.
2.0 Territorial Acknowledgement	Helen Fishburn shared a reflection on reconciliation, in light of the upcoming National Day for Truth and Reconciliation on September 30, 2026. Helen also noted that tomorrow she will be attending the first meeting of the Guelph-Wellington Indigenous Advisory Council, which is now embedded in the Guelph-Wellington Ontario Health Team. The Council is meeting for first time with Guelph-Wellington Integrated Care Council on the grounds of the Wellington County Museum. This will be a land-based meeting with a focus on how to bring our traditional healthcare model together with Indigenous healthcare practices to create a more responsive system.
3.0 Approval of Agenda	It was duly **MOVED** and **SECONDED** to approve the September 9, 2026 Special Board Meeting agenda, (Lisa Hood, Pia Williams). **CARRIED.**
4.0 Declarations of Conflict of Interest	Irene asked if any Board members had conflicts of interest to declare related to the agenda. No conflicts were declared.
5.0 Board Policy Approval	
5.1 Finance, Human Resources & Audit Policies	In August 2026, the Finance, Human Resources and Audit (FHRA) Committee and Governance Committee reviewed and recommended Board approval of the following policies. **Procurement Policy –** this new policy was developed to align with: • Ontario BPS Procurement Directive (April 2026) • Buy Ontario Act & Buy Ontario Procurement Directive • CMHA WW Delegation of Authority policy (FHRA-201, approved by Board in July 2026) • Applicable Trade Agreements

Agenda Item	Discussion and Actions
	It was duly **MOVED** and **SECONDED** to approve FHRA-203 Procurement and authorize its immediate implementation to support organizational compliance, accountability, transparency, and effective stewardship of public funds (Deanne Metzloff, Pia Williams). **CARRIED.** **Reimbursement of Board Director Expenses Policy** This policy was revised to align with the recently-updated FHRA-205 Travel, Meals and Hospitality Expenses policy. It was duly **MOVED** and **SECONDED** to approve FHRA-207 Reimbursement of Board Director Expenses (Deanne Metzloff, Pia Williams). **CARRIED.**
5.2 Governance Policies	The following policies were updated to align with Ministry Audit feedback, legal governance advice and current board processes. These policies were reviewed by the Governance Committee in August 2026, and recommended for Board approval. • GOV-101 Board Policy Framework • GOV-103 Governance Model • GOV-107 Board Role and Responsibilities • GOV-109 Code of Conduct • GOV-113 Position Description – Director • GOV-122 Succession Planning, Board • GOV-123 Position Description – CEO • GOV-125 Board-CEO Relationship, and CEO Performance Management & Evaluation • GOV-127 CEO Succession Planning • GOV-129 Board and Committee Meetings • GOV-143 Board Evaluations It was duly **MOVED** and **SECONDED** to approve the above noted Governance policies (Rob Howe, Danielle Fearon). **CARRIED.**
6.0 Conflict of Interest	**Conflict of Interest (COI) Considerations for Directors** This issue was flagged through our Ministry Audit process. While historically we have always included a declaration of COI on our agendas, in light of this feedback we are devoting more attention to ensuring potential COIs are reviewed, discussed, identified, addressed, and tracked. Irene reminded the Board that we sought independent legal advice from Miller Thomson on this issue; as a result one Board member stepped down in March 2026 and one member will be stepping down in September 2026. Given the scope of what we do and our reach in the community, we need to be very aware of this. The Board can also support each other to understand whether a conflict is actually present, through discussion. Board members must also declare any new COIs that may arise during the Board year.

Agenda Item	Discussion and Actions
	Moving forward, we are enhancing Board COI understanding and declaration through the following measures: • mitigating potential COIs during recruitment • Directors will continue to be required to review, fill out and sign the Annual Director Declaration, Consent and COI Form • regular reminders for Directors to review their Declaration, Consent and COI Form and update if needed • legal advice re: affiliation with system partners (e.g., local universities where we run programming) to support current Board members and recruits with understanding potential COIs • Governance Committee will be reviewing tools and examples to support board members with COI understanding • Ensure that Directors either declare a COI at the beginning of meetings, or declare that they do not have a COI at the beginning of meetings. **Annual Director Declaration, Consent and COI Form** This form has been updated and will be provided to Board members to review, complete and sign off prior to our September 24, 2026 Board and Annual General Meetings. **Conflict of Interest Policy** It was duly **MOVED** and **SECONDED** to approve GOV-111 Conflict of Interest (Julia Goyal, Lisa Hood). **CARRIED.**
7.0 Wrap Up and Adjournment	It was duly **MOVED** and **SECONDED** to adjourn the meeting (Peggy Sweeney, Pia Williams). **CARRIED.** The meeting was adjourned at 8:40 am.