

**APPROVED MINUTES**

**Ralph Thornton Centre Board of Management  
MINUTES for APRIL 27<sup>TH</sup>, 2016**

**Present: Board:** Hongmei Cai, Graham Chernoff; Andrew Chong (Chair); Jeff Garkowski; Michele Harding (Minutes); Mae Hum; Jennifer King; Alan Lennon; Samantha Morrison; Ming Ou; and Jordana Wright.  
**Staff:** John Campey; Glenn Gustafson; and Maria Moutsatos  
**Guests:** Krista Downey, Dr. Sui (MAS Consulting) and Krista (student)

**Regrets:** Paula Fletcher

#	ITEM	DISCUSSION	DECISION	ACTION / BY
1.a.	<b>Greetings</b>	The Chair called the meeting to order.		
b.	Approval of Consent Agenda	Andrew reviewed the general terms for piloting a Consent Agenda at the meeting. <ul style="list-style-type: none"> <li>F&amp;M item #2e(2) respecting “honorariums in the RFQ process” was withdrawn from the consent agenda.</li> </ul> <b>Motion: That the Consent Agenda, as amended, be approved.</b>	<b>M:</b> Andrew <b>S:</b> Samantha <b>Carried</b>	
c.	Declarations of Conflict of Interest	None		
2	<b>Consent Agenda:</b>			
	<b>CONSENT AGENDA MOTION:</b>	<b>THAT the following Consent Agenda decisions and motions be APPROVED as presented:</b>	<b>M:</b> Andrew <b>S:</b> Jordana <b>Carried</b>	
	[a] Approval of Minutes	<ul style="list-style-type: none"> <li><b>MOTION:</b> That the minutes of the March 23, 2016 meeting of the RTC Board of Management be approved, as circulated.</li> </ul>		Secretary
	[b] Staff Reports (Executive Director; Programme Director & Business Manager)	<ul style="list-style-type: none"> <li><b>DECISION:</b> That the Staff reports be received.</li> </ul>		Staff
	[c] Board Development & Nominations	<ul style="list-style-type: none"> <li><b>Decisions:</b> <ul style="list-style-type: none"> <li>THAT the Committee’s report be received;</li> </ul> </li> </ul>		BD&N Jordana/Nominations Sub-Committee
	[d] Membership & Outreach	<ul style="list-style-type: none"> <li><b>Decision:</b> <ul style="list-style-type: none"> <li>THAT the Committee’s report be received.</li> <li>.</li> </ul> </li> </ul>		M&O / Hongmei

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	[e] Fundraising & Marketing	<ul style="list-style-type: none"> <li>• <b>Decision:</b> <ul style="list-style-type: none"> <li>• THAT the Committee report (minus item 2e(2)) be received.</li> </ul> </li> </ul>		F&M / Andrew
<b>3 Business Arising:</b>				
	<p>[a] F&amp;M Presentation re proposed Marketing Strategy</p> <ul style="list-style-type: none"> <li>• Krista Downey</li> <li>• Dr. Sui</li> <li>• Ming</li> </ul> <p>[b] May 14<sup>th</sup> Thornton Abbey Fundraising Event</p>	<p>Krista presented a preliminary 2016-2017 Marketing Plan. The Plan outlines communication tactics and potential messages for several stakeholder groups, including individual and organizational users, partners, donors, members and decision-makers. Results will be tracked using existing tools. John noted that approx. \$2,500 is already allocated in the budget for promotion and that the Committee will seek additional resources on a project basis, if needed. It was also noted that the Plan was already providing a context and general direction for staff for communications purposes.</p> <p>Members were asked to review the plan and provide comment to Andrew and Ming prior to the next meeting. A key consideration is whether the directions identified in the marketing plan are consistent with and will facilitate achievement of the strategic plan.</p> <ul style="list-style-type: none"> <li>• <b>Decision:</b> THAT the draft 2016-2017 Marketing Plan be tabled for review and endorsement at the May 2016 meeting.</li> </ul> <p>The Board acknowledged the extensive contribution made by Dr. Sui and Krista, as well as the Committee in getting to marketing plan and strategy to this stage.</p> <p>While complementing Alan on his ticket sales, Andrew and John highlighted the need for board members to sell more tickets and to encourage participation in the silent auction to ensure a successful event as well as achievement of RTC's programme revenue targets. John also advised that all volunteers and staff were given complimentary tickets.</p>	<b>AGREED</b>	<p>Members – to review and comment</p> <p>F&amp;M/Andrew and Ming</p> <p>Board members</p>
<b>4. Staff Reports</b>				
a.	<b>Executive Director</b>	<p>John reported on the April 11<sup>th</sup>, 2016 meeting between Chris Brillinger, Constanza Allevato, Ritu Saana (City Finance) and the AOCC executive Directors regarding proposed programme revenue targets to match City funding. The City staff clarified that:</p> <ul style="list-style-type: none"> <li>• There is no expectation that all AOCC's either can or will set</li> </ul>		
	[a] City Programme Funding Targets			

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	[b] Riverside Grant Approval	<p>performance targets that meet the one-to-one core to program funding ratio – this ratio was clarified as a ‘benchmark’ rather than a ‘target.’</p> <ul style="list-style-type: none"> <li>The City is also looking for ways to demonstrate the diverse contributions that AOCC’s leverage with city core funding, and will provide a framework and template to enable AOCCs to demonstrate this contribution in a consistent manner over time.</li> <li>The City does, however, expect AOCCs to establish <i>revenue performance targets</i> to maximize programme funding in 2016 and to include such targets in the 2017 global budget submission, which is expected in May or June 2016 although the City has not yet provided relevant information.</li> </ul> <p>Discussion occurred regarding the process for Board review and approval of the 2017 global budget, including revenue performance targets prior to submission. It was clarified that, apart from necessary inflationary increases, the Centre’s 2017 budget is likely to be flat-lined. Also, if required, Finance and Executive Committees could provide submission approval which would be ratified at the next Board meeting.</p> <p><b>Decisions:</b></p> <ul style="list-style-type: none"> <li>THAT the Finance Committee establish the 2017 budget and revenue performance targets based on the 2016 budget and revenue performance.</li> <li>THAT discussion of a grant respecting one or more projects in Riverside was deferred to the May meeting.</li> </ul>	<p><b>AGREED</b></p> <p><b>AGREED</b></p>	<p>John/Glenn</p> <p>Finance Committee</p> <p>Executive Committee (if required)</p> <p>Staff</p>
5.	<b>Committee Reports</b>			
a	<p><b>Organizational Planning &amp; Evaluation</b></p> <p>[a] Discussion</p> <p>[b] Strategic Planning 2017-2022</p>	<p>Members were asked to brainstorm the range of data they expected to review and to identify and engage key stakeholders in order to update the Centre’s strategic plan. The results of the brainstorming will be reported to the OP&amp;E and incorporated into the updating strategy.</p> <p>Discussion occurred regarding the proposed process and resources needed to update the Centre’s strategic plan, and the probable implementation date for the new strategic plan. It was</p>		OP&E / Michèle

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		<p>confirmed that the total amount of resources required was \$20,500, since relief staff would be required to undertake some tasks that were currently assigned to the Executive and Programme Directors.</p> <ul style="list-style-type: none"> <li>• <b>DECISIONS:</b> <ol style="list-style-type: none"> <li>a) <b>THAT the Planning horizon be established as 2017 to 2022 (5 years);</b></li> <li>b) <b>THAT external consultant services be secured to undertake the initial data collection and analysis.</b></li> <li>c) <b>THAT external facilitation be secured for both community consultations and the Board strategic Planning Retreat; and</b></li> <li>d) <b>THAT the Executive Director be assigned responsibility for overall project management in collaboration with the Organizational Planning &amp; Evaluation Committee</b></li> </ol> </li> </ul> <p><b>MOTIONS:</b></p> <ol style="list-style-type: none"> <li>a) <b>THAT the Board endorse the proposed strategic planning process and direct the OP&amp;E and Executive Director to identify a critical path to achieve a new strategic plan for implementation effective 2017; and</b></li> <li>b) <b>THAT the Board allocate up to \$20,500 for strategic planning purposes over the next two years as follows:</b> <ul style="list-style-type: none"> <li>• Up to \$10,500 from the accumulated 2014/15 surplus;</li> <li>• Up to \$5,000 from the 2016 budget; and</li> <li>• Up to \$5,000 from the 2017 budget.</li> </ul> </li> </ol> <p><b>RECOMMENDATION: THAT up to \$5,000 per year be incorporated into the Centre's global budget and earmarked for planning purposes and that planning be built into annual operating plans.</b></p>	<p>AGREED</p> <p>AGREED</p> <p>AGREED</p> <p>AGREED</p> <p><b>Moved:</b> Michèle <b>Seconded:</b> Alan <b>CARRIED</b></p> <p><b>AGREED</b></p>	<p>John/OP&amp;E</p> <p>Finance Committee /OP&amp;E</p> <p>Finance Committee / John</p>
b	<p><b>Finance</b> [a] Finance Policy &amp; Procedures</p>	<p>Graham outlined the draft <i>Finance Policy and Procedure</i> developed by the Business Manager, which has been endorsed by the Committee, and advised that it is now located in the Board's Review and Comment Request Folder.</p> <ul style="list-style-type: none"> <li>• Decision: <ul style="list-style-type: none"> <li>• <b>THAT the draft <i>Finance Policy and Procedure</i> be tabled for Board review and decision-making at the May 2016 meeting.</b></li> </ul> </li> </ul>	<p><b>AGREED</b></p>	<p>Board Members – to review and comment</p> <p>Finance Committee</p>

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	[b] Cheque-Signing Authority	Graham advised that, at the request of a member, the implementation of the Board's motion concerning cheque-signing authority by staff was consistent with best practices was delayed pending its review with the Centre's auditor. The auditor has advised that the policy is reasonable and practical, and suggested several controls which are addressed by either the Executive Limitations Policy or the proposed Finance Policy & Procedures. Consequently it will be implemented.	Information	John / Glenn
c	<b>Board Development &amp; Nominations</b> [a] Governance Policy	Andrew advised that, in the interest of time, review of the proposed <i>Board and Committee Structure and Mandate Policy</i> would be deferred to the May meeting and be included in the Consent Agenda. Members were reminded to review the policy and flag any concerns or proposed amendments to Jordana and Michèle. <b>• Decision:</b> • THAT the proposed <i>Board and Committee Structure and Mandate Policy</i> be deferred to the May 2016 meeting and be addressed as a Consent Agenda Item.	<b>AGREED</b>	Board members – to review and comment  BD&N
d	<b>Fundraising &amp; Marketing</b> • Visual Identity RFQ	Item #2e(2) withdrawn from Consent Agenda:  Questions were raised regarding the proposal to include the payment of honoraria as part of submission of a Request for Quotes (RFQ). It was clarified that: the RTC does not pay independent contractors for the submission of estimates or proposals; rather the intention is to provide a nominal or token amount to compensate qualified candidates who are short-listed to develop visual identity prototypes from which the Centre may choose the most appropriate prototype and, as required, purchase full graphic developmental services.  Further, the RFQ process will include three phases: (a) a pre-qualification phase, which will not involve compensation; (b) a prototype development phase for short-listed bidders, in which a nominal development fee will be available for production of prototype logos; and (c) the finalization of the visual identity graphics and a branding manual by the successful bidder. All fees		Glenn/ F&M

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		<p>will be payable upon completion of the process.</p> <ul style="list-style-type: none"> <li>• <b>Decision:</b> <ul style="list-style-type: none"> <li>• THAT a draft RFQ will be developed and approved by the Board prior to issue; and</li> <li>• THAT a nominal development fee will be provided only to short-listed bidders (3 – 5) for production of prototype logos;</li> </ul> </li> </ul> <p>It was also understood that prior to drafting the RFQ, staff would consult the City’s policy and procedure respecting similar RFQs to foster consistency.</p>	<b>AGREED</b>	
e	<p><b>Executive Committee</b></p> <p>[a] Inclusivity</p> <p>[b] Governance Policies</p> <p>[c] Committee Year-End Reports</p> <p>[d] Board Transition</p>	<p>Andrew advised that:</p> <ul style="list-style-type: none"> <li>• The committee continues to work on inclusivity strategies, noting that the use of a Consent Agenda to allow more time for discussion at board meetings appeared to be working;</li> <li>• The Executive had reviewed and documented the description of Board Officers’ roles included in the <b><i>Draft Board Member Conduct, Roles &amp; Responsibilities Policy</i></b> which is now provided in the <b>Review &amp; Comment Request</b> folder. The policy is essentially an update of the existing roles and responsibility policy, which also reflects the City’s new Code of Conduct provisions respecting agency members. A similar draft policy for committee members, entitled <b><i>Committee Member Conduct, Roles &amp; Responsibilities</i></b> was similarly updated and is also available for review.</li> <li>• Since the next meeting, May 18<sup>th</sup>, will be the last one with this Board. Committee chairs will need to prepare reports on what work the committee was able to accomplish during the year and how it compared with the goals outlined in your terms of reference. These reports will be in the May board package.</li> <li>• Committee chairs were also asked to turn their minds to what future work of the committee needs to be done and prepare a transition memo / report to be provided to the incoming board. These reports will form the basis of the Board Package for the June meeting (more on this below).</li> <li>• The Committee had been reviewing Board transition issues</li> </ul>	<p>Information</p> <p>Information</p>	<p>Board members – to review and comment</p> <p>Committee Chairs</p> <p>Members</p>

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		<p>arising from the June 15<sup>th</sup> AGM and is recommending the following:</p> <ul style="list-style-type: none"> <li>○ June 15<sup>th</sup> – AGM: Immediately after the AGM, there will be a quick Board Meeting where an <i>Interim Executive</i> will be elected;</li> <li>○ June 22<sup>nd</sup> – Board Meeting: Business will include Board Basics orientation and Committee formation for upcoming Board year;</li> <li>○ Late July (23<sup>rd</sup> / 30<sup>th</sup>) – Board Family BBQ with brief RTC Update - optional event as official Board Meetings are not held in July; and,</li> <li>○ August 24<sup>th</sup> – Board Meeting: Election of Executive Committee/Board Officers.</li> </ul>	<b>Consensus</b>	
	<b>Personnel Committee</b>	Deferred		
6.	<b><i>New Business</i></b>	<ul style="list-style-type: none"> <li>• John advised that he would be on vacation, out of the country from May 1<sup>st</sup> to June 1<sup>st</sup>, 2016. Maria will be the Acting Executive Director in his absence.</li> <li>• Alan advised that he would be away for the June board meeting.</li> </ul>	Information	
7.	<b><i>In-Camera Meeting</i></b>	Deferred		
8.	<b>Adjournment</b>	<b><u>MOTION:</u> To adjourn the meeting.</b>	<b>M:</b> Chris <b>S:</b> Samantha <b>Carried</b>	

**Consent Agenda MOTION: THAT the minutes of April 27<sup>th</sup>, 2016 meeting of the Board of Management be approved, as circulated.**  
**Moved: Samantha;**  
**Seconded: Graham**  
**APPROVED**