

APPROVED MINUTES

**Ralph Thornton Centre Board of Management
UNAPPROVED MINUTES for MAY 18TH, 2016**

Present: Board: Hongmei Cai, Graham Chernoff; Andrew Chong; Jeff Garkowski; Michele Harding (Minutes); Mae Hum; Jennifer King; Alan Lennon; Samantha Morrison (Chair); Ming Ou; Jordana Wright; and Paula Fletcher.

Staff: Glenn Gustafson; and Maria Moutsatos

Guests: Virginia Lackey (Auditor); Mark Kovaks; Jody Charlebois O’Dea

Regrets: Chris Shantz and John Campey

#	ITEM	DISCUSSION	DECISION	ACTION / BY
1.a.	Greetings	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"> F&M Report was withdrawn from the consent agenda. Motion: That the Consent Agenda, as amended, be approved.	M: Samantha S: Andrew Carried	
c.	Declarations of Conflict of Interest	Michèle declared conflict of interest respecting request for special occasion licenses.		
2	Consent Agenda:			
	CONSENT AGENDA MOTION:	THAT the following Consent Agenda decisions and motions be APPROVED as presented:	M: Samantha S: Graham Carried	
	[a] Approval of Minutes	MOTION: That the minutes of the April 27 th , 2016 meeting of the RTC Board of Management be approved, as circulated.		Secretary
	[b] Committee Terms of Reference Review & Accomplishments	DECISION: That the 2015-2016 Committee Terms of Reference Review and Accomplishments be received and recommendations forwarded to 2016-2017 chairs for consideration.		Committee Chairs
	[c] Staff Reports	DECISION: That the reports of the Programme Director and Business Manager be received.		Staff
	[e] Board Development & Nominations	MOTION: THAT the <i>Board and Committee Structure and Mandate Policy</i> , dated February 2016, be approved.		Secretary Committee Chairs
	[f] Org. Planning & Evaluation	Decision: That the Committee’s Year-End report and recommended priorities for 2016-2017 be received.		OP&E
	[f] Personnel	MOTION: THAT the Performance Review Template setting out the Executive Director’s annual review process be approved and implemented.		Personnel

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3	Business Arising:			
	[a] Organizational Planning & Evaluation	<p>Mae noted that the OP&E motion respecting resources for strategic planning needed revision given the final financial statement. Following discussion, a revised motion was proposed to remove reference to a specific surplus period:</p> <p>REVISED MOTION: THAT the Board allocate up to \$20,500 for strategic planning purposes over the next two years as follows:</p> <ul style="list-style-type: none"> • Up to \$10,500 from <i>the accumulated surplus</i>; • Up to \$5,000 from the 2016 budget; and • Up to \$5,000 from the 2017 budget. 	<p>M: Mae S: Alan Carried</p>	<p>OP&E John/Glenn</p>
	<p>[b] Finance Report</p> <ul style="list-style-type: none"> • Auditor's Presentation of Financial Statement • Approval of Audited Financial Statement • Finance Policy 	<p>Virginia Lackey reviewed the draft Financial Statement for the year ending December 31, 2105, and provided an opportunity for questions. It was noted that:</p> <ul style="list-style-type: none"> • The Centre's approach to claiming the HST had been corrected and that the net financial impact of such action was \$4,000 in this funding year, • The Centre had repaid \$3,846 respecting the Employer Health Tax ; and, • As of December 2015, the financial statement shows a programme surplus of \$7,906. <p>The Auditor advised that an <i>unqualified audit</i> had been issued and thanked the staff for their collaboration, cooperation and assistance in completing the audit.</p> <p>The Finance Committee, which had previously reviewed the statement, recommended approval.</p> <p>MOTION: THAT the draft 2015 Audited Financial Statements be approved.</p> <p>Graham and Glenn reviewed the draft Financial Policy, including feedback received. The following amendments were proposed:</p> <ul style="list-style-type: none"> • Page 2 – Title "Procurement" Procedures (instead of <i>Expense</i> Procedures) (Clarification) • Page 3 – (Clarification) <ul style="list-style-type: none"> ○ "Expenses cannot be broken into instalments in order that such instalments individually fall within approval or 	<p>M: Graham S: Alan Carried</p>	<p>Finance Committee Glenn/John</p>

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	<ul style="list-style-type: none"> • Finance Committee Year-End Report 	<p>expenditure limits."</p> <ul style="list-style-type: none"> ○ Purchases related to information technology (computer hardware and software, telephones, etc.) must go through the Business Manager. • Page 3 – 4 – Employees may choose to waive receiving a reimbursement cheque within the 10 business days, if they wish to be reimbursed for multiple expense claims with one cheque. Employees should note this in writing on the relevant expense claim form(s). A maximum of \$100.00 in expenses may be so accumulated within each quarter. (Clarification) • Page 4 – Fines for parking infractions or moving violations are not eligible expenses and will not be reimbursed. (Addition/Clarification) • Page 10 – Signing Authorities <ul style="list-style-type: none"> ○ Signing Authorities are amended at the first meeting of the Board after the Annual General Meeting where Board Officers are elected and/or after the hiring of an employee who should be an authorized signatory. (Clarification) ○ Where appropriate, the Board will determine investment of surpluses to maximize interest generated. <ul style="list-style-type: none"> ▪ The Board shall (not <i>must</i>) ensure that funds are always readily available to cover all foreseeable operating costs and must take reasonable measures to ensure funds are readily available for additional, unanticipated expenses (contingency funds). • Page 16 – Contract Management <ul style="list-style-type: none"> ○ Only authorized employees are permitted to enter into contractual agreements on behalf of the Centre, which binds the organization for three (3) or more months or involve resource commitments that exceed \$3,000. (Clarification) ○ Contracts must be developed to ensure that they can be managed effectively by appropriate management staff and include at a minimum detailed: <ul style="list-style-type: none"> ▪ Scope of work and, as appropriate, performance standards (Clarification) <p>MOTION THAT the Finance Policy & Procedures, as amended, be approved</p> <p>DECISION: THAT the Finance Committee year-end report and recommended 2016-2017 priorities be approved</p>	<p>M: Michèle S: Graham Carried</p> <p>AGREED</p>	<p>Secretary Finance Committee/Staff</p> <p>Finance Committee Glenn/John</p>

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	<ul style="list-style-type: none"> Community Recognition 	<p>MOTIONS: THAT up to \$2,000 be allocated for the 2016 AGM, including mandatory translation; and THAT a separate budget line be established for each annual general meetings within the annual global operating budget.</p> <ul style="list-style-type: none"> Discussion occurred respecting the Committee's proposal to establish community recognition awards. It was agreed that recognition at the AGM should not be <p>DECISIONS: THAT RTC establish community volunteer awards to be given at the AGM that recognize contribution to the community and RTC:</p> <ul style="list-style-type: none"> Contribution to "RTC governance" – taking into consideration length of service, active promotion of RTC values, roles and responsibilities taken with RTC, outstanding contribution above and beyond the normal duties; Partnership with RTC – taking into consideration scope and length of collaboration; the sharing of resources; and financial support; and, Contribution to Community Betterment – taking into consideration alignment with RTC values; length and nature of involvement in community activities that promote community interests and wellbeing. <p>THAT the nominations be managed by the M&O Committee, with the nominating process starting approximately 3 months prior to the scheduled AGM.</p>	<p>M: Alan S: Samantha Carried</p> <p>AGREED</p>	<p>Glenn/John M&O</p> <p>M&O Committee</p>
c	Board Development & Nominations [a] Nominations Sub-Committee	<ul style="list-style-type: none"> Jordana reported that the nominations process to fill vacancies that will arise at the 2016 AGM had been completed. Candidates were provided an opportunity to attend a committee and the board meetings. A report respecting qualified candidates was given in the <i>in camera</i> meeting. 		BD&N
6.	In-Camera Meeting	MOTION: To commence the <i>in camera</i> meeting at 8:30 pm.	M: Andrew S: Jennifer Carried	

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	[a] Report of the <i>in camera</i> meeting	<p>The Nominations Sub-Committee presented the list of qualified candidates for recommendation to the members at the 2016 AGM:</p> <p>MOTION: THAT the following qualified members be presented to the membership as acclaimed for nomination to the Board of Management at the 2016 Annual General Meeting:</p> <ul style="list-style-type: none"> • Jody Charlebois, • Graham Chernoff, • Jeff Garkowski, • Michele Harding, • Sharon Ho, and • Janet Wilson. <p>MOTION: To adjourn the <i>in camera</i> meeting at 8:50 pm</p>	<p>M: Alan S: Jennifer Carried</p> <p>M: Michèle S: Samantha Carried</p>	
7.	Adjournment	MOTION: To adjourn the meeting.	M: Alan S: Jeff Carried	

MOTION: THAT the minutes of the May 18th, 2016 meeting of the RTC Board of Management be approved, as circulated.

Moved: Graham; Seconded: Samantha CARRIED