



Minutes of Board of Directors Meeting  
September 27, 2023, 5:00 – 8:00 pm  
CMHA Office, 1024 2<sup>nd</sup> Ave East, Owen Sound

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**Present:** Paul Biggin, Susan Boron, Dave Evans, Lindsey Glazier, Mikayla Greig, Lynda Legge, Karen Linner, Ejaye McComb, Yvonne McCutcheon, Scott McKay, Sean McMurray, Emily Paterson

**Absent:**

**Regrets:** Ginelle MacDougall, Clark MacFarlane

**Guest:** Kathy O'Brien (INQ Law)

**1.0 Welcome and Land Acknowledgement**

The meeting was called to order at 5:05 pm. Quorum achieved. Chair Sean McMurray opened the meeting with the land acknowledgement.

**2.0 Appointment of New Director**

**Motion #2023.06**

**MOVED BY:** Ejaye McComb

**SECONDED BY:** Susan Boron

Be it resolved that based on the recommendation of the Nominating Committee, pursuant to its authority under section 7.6 of the By-laws, the Board hereby appoints Karen Linner to a three-year term as a Director of the Corporation.

**CARRIED**

**3.0 Guest Presentation: INQ Law**

Joined by Kathy O'Brien from INQ Law who has completed a review of current by-laws and governance policies to ensure ONCA compliance.

Subsequent to the initial review a new ONCA requirement regarding electronic voting has been added so this will need to be reflected in the bylaws. INQ will provide edits and an updated revision will come before the board.

**4.0 Conflict of Interest Declarations**

The Chair asked that any conflicts of interest be declared. None noted.

**5.0 Consent Agenda**

**MOVED BY:** Ejaye McComb

**SECONDED BY:** Lindsey Glazier

Be it resolved that the consent agenda consisting of the July 26, 2023 minutes and meeting feedback be accepted as presented.

**CARRIED**

**APPROVED MINUTES**

**6.0 Review and Approval of Agenda**

Additions: 16.0/Interim Leadership of Agency; 17.0/In Camera

**MOVED BY: Paul Biggin**

**SECONDED BY: Lynda Legge**

Be it resolved that the revised agenda for the Board meeting of September 27, 2023 be approved.

**CARRIED**

**7.0 Pulled from Consent Agenda - No items pulled**

**8.0 Finance Committee Report**

8.1 Committee Report

8.2 Financial Statements

The Finance Committee did not meet in September however the Finance Manager reported current surplus of \$63,000. The ministry's 5% base budget increase is reflected in this surplus.

Union settlement pending. Surplus is expected to be absorbed by the Union wage adjustment with anticipated breakeven position at year end.

AGM to be held November 22, 2023 following the regular monthly board meeting.

**MOVED BY: Susan Boron**

**SECONDED BY: Lindsey Glazier**

Be it resolved that the September 2023 report of the Finance Committee be accepted as presented.

**CARRIED**

**9.0 Governance Committee Report**

Chair Susan Boron reported that the committee met September 13.

Makeup of the board:

- Interviewed board candidates and subsequently recommended nomination of Karen Linner and Anita Sultmanis (3 year terms).
- Lynda Legge has agreed to one additional (1) year term and will move to Past Chair.
- Yvonne McCutcheon will assume role of Vice Chair.
- Ejaye McComb will accept a seat as Executive Member-at-Large.
- Recruitment efforts for an accountant (treasurer) are ongoing.

**Motion #2023.07**

**MOVED BY: Susan Boron**

**SECONDED BY: Lindsey Glazier**

Be it resolved that Lynda Legge move to Past Chair, Yvonne McCutcheon to Vice Chair and Ejaye McComb be nominated to Executive Member-at-Large.

**CARRIED**

**APPROVED MINUTES**

Thanks were extended to all for submitting responses to recent board engagement survey. The committee has reviewed which includes input relating to orientation, education, and committee work.

A good amount of interest has been indicated for the upcoming CMHA Ontario Governance Symposium. The November 25<sup>th</sup> board education session is also being planned with more details to follow.

**9.1 ONCA**

A thorough review of the existing bylaws was presented by INQ Law at this meeting and as there's a new ONCA provision regarding electronic voting, a motion to accept the revisions will be tabled until the next redraft is available from the lawyers. Deadline for ONCA compliance is October 2024.

**10.0 QI Committee Report**

Chair Lindsey Glazier reported that the committee met September 19. Highlights of the meeting were that the incident reporting form is being revised for better data collection, a risk register is being developed, a gap analysis and board work for upcoming accreditation being reviewed.

The committee invites one more board member to sit as part of this committee (currently 3). Additionally, a board member is asked to sit with the QI Manager to develop the organizational scorecard.

**MOVED BY: Lynda Legge**

**SECONDED BY: Paul Biggin**

Be it resolved that the September 2023 report of the Quality Improvement Committee be accepted as presented. Additionally, that Ejaye McComb be appointed to the committee and that he assist the QI Manager with developing the organizational scorecard.

**CARRIED**

**11.0 Fundraising Committee Report**

This committee met September 11 and Chair Sean McMurray was pleased to welcome Don Vail who joins CMHA as Fundraising Coordinator.

The committee has instituted a third party event agreement which was adapted from one used by CMHA Lambton Kent. The document provides guidelines and expectations in respect to the planned event and will permit the committee to properly vet event requests.

**MOVED BY: Lindsey Glazier**

**SECONDED BY: Ejaye McComb**

Be it resolved that the September 2023 report of the Fundraising Committee be accepted as presented.

**CARRIED**

APPROVED MINUTES

**12.0 Report from CMHA National AGM**

**13.0 CEO Report**

**MOVED BY: Paul Biggin**

**SECONDED BY: Lynda Legge**

Be it resolved that the September 2023 Agency Report be accepted as presented.

**CARRIED**

**14.0 Review Revised Agency Land Acknowledgement**

**Motion #2023.08**

**MOVED BY: Yvonne McCutcheon**

**SECONDED BY: Ejaye McComb**

Be it resolved that the Board adopt the CMHA agency land acknowledgement as recommended by the Reconciliation Committee.

**CARRIED**

**15.0 New Building**

**Motion #2023.09**

**MOVED BY: Paul Biggin**

**SECONDED BY: Susan Boron**

Be it resolved that the Board gives direction to the Director of Client Services to advise Barry's Construction that CMHA will not be taking on a new building at this time.

**CARRIED**

**16.0 Interim Leadership**

A communication regarding transition and recruitment to be emailed to staff. Executive Assistant to provide draft to executive committee for review and approval.

*(Scott McKay, Dave Evans departed 8:21 p.m.)*

**17.0 In Camera**

**MOVED BY: Lynda Legge**

**SECONDED BY: Lindsey Glazier**

Be it resolved that the board proceed to in-camera discussion at 8:24 p.m.

**CARRIED**

**MOVED BY: Paul Biggin**

**SECONDED BY: Yvonne McCutcheon**

Be it resolved that the board resume its regular meeting at 8:49 p.m.

**CARRIED**

**APPROVED MINUTES**

**18.0 Information Items/Board Correspondence** - Information as noted in Board package.

**19.0 Meeting Evaluation**

**20.0 Adjournment**

There being no further business, the Chair moved that the meeting be adjourned at 9:05 pm.  
Next meeting: October 25, 2023, 5:00 pm, CMHA Office, 1024 2<sup>nd</sup> Ave East, Owen Sound

Minutes taken by: Brenda O'Neill  
Approved on: October 25, 2023

Chair:  Sean McMurray  
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Secretary:  Claudia den Boer  
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Claudia den Boer