Edmonton John Howard Society

Board of Directors Meeting
Minutes – January 24, 2023

In Attendance: Jim Klingle, Dan Yereniuk, Lorne Penner, Andre Tino, Marissa Tordoff, Sarah Fox-Junker, Steve Burford, Kim Collister, Greg Erickson, Erika Rebus, Faye Hamilton, DeAnn Hunter (staff), Shawna Christensen (minute taker)

1.0 Call to Order – Welcome/Land Acknowledgment

2.0 Consent Agenda

2.1 Approval of Agenda

2.2 Approval of Minutes

The consent agenda is approved by consensus.

2.0 Board Education – Mark Cabaj – Strategic Planning Prep.

Mark Cabaj presented to our senior leaders in November and he is joining us to help us prepare for our strategic planning session on February 13th. His presentation: Strategy and Organizations in Dynamic Times, is attached. Marc indicated that he will send additional resources to the board.
He highlighted that we have got to be the best we have ever been right now in stewarding our organizations.

3.0 Finance/Treasurer's Report

Erika's report was circulated for review; she highlighted the following items:

- 101 Street Apartments has a surplus just over $70,000. ERI funding from CSC is deferred and we will recognize those funds to offset it as we go through the year.
- Our insurance fees are paid for the year but Erika noted that insurance rates continue to go up across the province.
- 105 Street building is in a deficit due to capital improvements including a fire panel, boilers and windows.
- Admin has a current surplus but is seeing some expense relating to recruitment, severance and contractor fees.
- Community Services surplus is due to staff vacancies.
- Independence Apartments surplus is due to ERI dollars which are being deferred at this time.

We continue to recruit a new VP, Finance. Erika is pleased with Sophie filling this role and keeping her informed. Rough budgeting process has begun and the Audit Committee has the pre-audit meeting set up.

MOTION: Greg Erickson/Steve Burford… to approve the finance report as presented.

CARRIED

5.0 New Business

5.1 Chief Executive Officer's Report

DeAnn's report was circulated and she highlighted the following items since the time of her report:

- John Weeks, AVP Adult Residential, Kaela Hendra AVP Youth Residential and Community Services and Alanna, VP Quality Improvement will join DeAnn as our interim ELT. SLT remains in place and engaged. We are working on team norms, investing in the team and identifying and leaning on expertise within the team. We will not be considering external recruitment at this time (aside from the VP, Finance) and will review recruitment/talent requirements after the new strategic direction is in place (spring 2023). We are working on getting signing authorities in place and will need a special meeting to appoint new directors for the holding company.

- EJHS will be applying for the Community Services Recovery fund and requested the board's input into the three streams. It was determined to pursue the investing in people stream and request funds for a leadership development and wellness program. The Stack'd strategic direction setting work has already been covered through $40,000 in grants from the Stollery and ECF.

- After a presentation from Rogers we have decided to take our insurance to market. We have a good broker but there may not be other options with limitations for not for profit coverage. DeAnn will bring the costs back to the board. We currently have globalized/shared insurance with all of the JH locals for liability related insurance (abuse, general, air and emission, etc.) insurance related to property, auto, D&O and cyber are held by EJHS. Calgary had a fire that involved a death and there could be a claim that will affect our coverage. We may need to look at sourcing insurance individually in the future.

- Extended health benefits (psychology, massage, etc.) are self-insured and also a collective policy with the other JH locals. Due to employees claiming more and benefit costs increasing, our self-insured financial pot (balance) has decreased significantly (currently below $10,000 and it is typically at $80,000). Each John Howard will be asked to contribute a top-up amount to bring the pot to a healthier balance so we can continue to offer these important benefits to employees. We will know more at our February John Howard meeting. We also need to determine if this is the best way to continue (self-insured extended benefits) Are the benefits meeting the needs of the staff? Are there other benefits that we can provide that do not increase the cost of benefits, i.e. Fridays off or a wellness app.

- Not for profit day is being hosted March 9th and 10th by Alberta Counsel. We will send more information when it is available and board members are invited to attend. There are some relevant governance topics.

- A draft 2023-24 budget has been prepared and we have about a $135,000 deficit but that is without ERI funding included and with two major capital improvements. We are considering options including a donation from holding company and we may have extra staffing dollars that can be used. Also, we are pursuing additional revenue with the City, province and CSC. More information will be available at the March board meeting.

- Thank you to Jim and Erika for joining DeAnn to meet with the Ministers. DeAnn indicated that we have signed on with Alberta Counsel for government relations support and we need to set our priorities for a government relations plan. Some priorities are:
  - Reintegration
  - Domestic violence within the courts/early case resolution
  - Correctional supports (i.e.: therapeutic living units)
  - Profile and telling our story/awareness

The plan should be nonpartisan and should be about us and what we need as an organization. We will need to connect with our MLAs and opposition. A draft plan will be developed and returned for review by the board.

- We continue the process for hiring a VP Finance; second round of interviews will be Feb 10.

5.2 Governance Committee
5.2.1 EJHS Bylaw Changes
The Governance Committee met in November to review and update the EJHS bylaws. The bylaws were circulated with track changes prior to this meeting; the directors had no concerns with the proposed changes. DeAnn highlighted the change to terms, requesting that it be changed to terms instead of terms (#24) so that terms are fixed and not open ended. We have removed the membership fee and updated membership (#5 and #6) to include voting members and temporary members. Gender neutral language was also included throughout the bylaws. The bylaws will be replaced with the amended version and filed with corporate registry.

MOTION: Faye Hamilton/Andre Tinio… to approve the amended bylaws as presented.
CARRIED

5.2.2 Governance Policies Changes
MOTION: Lorne Penner/Erika Rebus… to approve the governance policies as amended.

CARRIED

5.2.3 Board Recruitment Policy
The recruitment policy required some clarification and now a formal process is in place. The refence to the 50 year business plan will be removed. The board's role in strategic planning will be evident through the upcoming planning session and within the new strategic direction under development, which the board will own and management will implement.

MOTION: Marissa Tordoff/Faye Hamilton…to approve the Board recruitment policy as amended.
CARRIED

5.2.4 Governance Committee – Terms of Reference
MOTION: Kim Collister/Marissa Tordoff …to approve the revised Terms of Reference for the Governance Committee.
CARRIED

5.3 Government Relations Work (Alberta Counsel)
This item was covered in the CEO Report and the contract attached for reference.

5.4 Strategic Direction Update
Strategic direction work began with Stack'd in September with VP retirements coming up. In November, Stack'd identified that we need strategic direction before the re-organization of our structure. Stack'd will be facilitating the strategic planning on February 13th. We will discuss things like where we want to play and how we want to win. February 13th will be from 12:00-6:00pm; our ask is that you come refreshed with an open mind, open heart for this really important work. An agenda will be prepared by Stack'd and then circulated prior to the planning session.

5.5 John Howard Society of Alberta Follow-up Discussion
Marissa advised that she attended the JHSA meetings this weekend. Programming reports were given from the locals and the carver model was discussed. There was some negativity toward EJHS. The locals collectively provided concerns (through challenges and opportunities document) to the JHSA board and asked for due process. Unfortunately, JHSA's process for dealing with concerns is not being followed. We have not signed the Terms of Association because we have concerns that we are not being served by JHSA and not receiving value for the fees paid (except for being part of a collective for insurance and benefits). The Executive Director's limitations were discussed and the reason provided was a lack of admin support.

The EJHS board agreed to establish an ad hoc committee to review our involvement with JHSA; to decide next steps, investigate, gather facts, what it would mean if we step away (change our name, matters of insurance and benefits and other legal implications)?

Kim recommended that we use an external lawyer to ensure we are onside during this process as using internal legal expertise may become a conflict. Jim is going to draft a letter to the JHSA Board Chair suggesting mediation with a neutral facilitator which will be reviewed by the ad hoc committee before sending. Jim will be our representative going forward and will be attending meetings (he will advise the JHSA board chair of the change from Marissa to Jim). The ad hoc committee will be DeAnn, Steve, Dan, Marissa and Jim. Recommendations will be brought back to the board at the May meeting.

MOTION: Steve Burford/Faye Hamilton… to create an ad hoc committee to review EJHS future options with JHSA.

CARRIED

Motion: Steve Burford/Faye Hamilton…to appoint Jim Klingle as the JHSA representative and Marissa Tordoff as the alternate.

CARRIED

6.0 Self-Reflection
6.1 Board Member thoughts/Concerns

7.0 Adjournment

Upcoming Dates:

- Strategic Planning – February 13, 2023 – 12:00 – 6:00pm at Transition Place
- Board Meeting, March 28, 2023- 5:00 – 7:30pm at Transition Place
- Executive Meeting, April 25, 2023 – 12:00 – 1:00pm - TEAMS
- Board Meeting – June 6, 2023- 5:00 – 7:30pm at Transition Place
- Annual General Meeting – June 20, 2023– 5:00 p.m.