



BOARD OF DIRECTORS

AGENDA

JANUARY 28, 2025

5:00 – 6:15 P.M.

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Attendance: Marissa, Clarissa, Dan, Christine, Kim, Brandon, Melissa, DeAnn, Andre, Erika,

5:00 pm	1 Call to Order (Marissa) – 5 min 1.1 Welcome & Land Acknowledgment
5:05 pm	2. Board Education – 40 min – DEFERRED UNTIL MARCH 2.1 Youth Housing First <i>In March, we will tour the YHF program located at Transition Place and learn about their expansion, landlord mentorship program, and mock apartment.</i>
5:05 pm	3. Consent Agenda (Marissa) – 5 min 3.1 Board Agenda 3.2 Board Minutes – November 26, 2024 (attached) 3.3 Governance Committee Minutes – Jan 15, 2025 (attached) 3.4 Finance Committee Minutes – Jan 24, 2025 (attached)
5:10 pm	4. Governance Committee Report (Kim) – 15 min 4.1 enCompass Bylaws (attached) (missed first part re: going back to the lawyer) Concerns with AGLC components; went back to request specific section; written as per the requirements of AGLC in order to continue to remain in compliance Secretary role responsibilities given to vice-chair so role removed Membership – remove 2.1 F2 – remove reference to payment? Agreed Remove 2.1 f iv – remove item re: shares – agreed Bylaws include election of officers, in practice we appoint officers; issue is that members (all 25 required under AGLC rules) would have the ability to vote (need 75% to pass) as well as the ability to run for the officer's roles Membership currently comprised of individuals that are not expected to create undue risk, however this can change over time Discussion – Membership comprised of ELT, Board, senior leaders, and industry leaders. Impetus on CEO and Board to maintain good relationships with Members. Could also mitigate risk through decisions around the reliance on AGLC funding.

	To include risk on risk matrix to not lose sight of and carry info forward to future Board members and CEO – to review AGLC requirements re: membership CEO removed as officer of the board; historically CEO is officer of the organization, not the board (came out of 3.2(a)) – 3.2(a) to remain 4.7 – to keep “employ and terminate the employment of CEO” Bylaws to be approved by membership via special resolution – to be done asap; Is it worth customizing the bylaws around AGLC requirements? Given it’s a very small amount of our annual budget Recommendation to give board members more time for review; - tabled – deadline – Monday (Feb 3rd) Concerns that the changes don’t capture what we’re looking for; want to review actual AGLC requirements vs what was proposed by the lawyers; assess risk related to AGLC requirements; Note that the Board comprises 12 of the 25 members 4.2 Board Membership & Recruitment 4.2.1 Board Terms (for AGM Prep & Recruitment) (attached) Terms of service provided for info 4.2.2 Stefan Rutkowski recommendation Looking to have join prior to the AGM given we have a vacancy; board in support Motion to appoint, to complete the term of the vacancy – Dan/Steve - carried 4.2.3 Board Competency Matrix (attached for completion) Self review to be completed by Board members; due by Jan 31st 4.3 Board Workplan Revised (attached) Additions made – no concerns raised 4.4 Board Development Day Update – May 9, 2025 Currently schedule for 2-7; 2 speakers to be booked; bus will be booked to tour sites; Looking for Board input on speaker selection -family violence theme? (didn’t catch the two proposed but board was in favor)
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	Also interest expressed in gangs Tours – target 3 sites; don't want to overwhelm staff, and allows for more indepth tours Ok to go to 7pm? Yes
5:25 pm	5. Finance Committee Report (Christine) – 10 min 5.1 Q3 Financial Report (attached) Shared finance report; no questions re: variances or info presented Question re: surpluses at year-end; would be allocated to one of the two reserves 5.2 Alternate Treasurer Discussion ongoing with Steve to potentially take this role
5:35 pm	6. CEO Report (DeAnn) – 20 min (attached) Connective conference in January AI work in reintegration – looking at a pilot project \$1.7M in the application stage Minister Amery was very supportive of working with offenders Focus on addressing family violence area as preventative to future supports needed Positive comments from Marisa re: meeting with Minister Amery – he was very engaged and seemed genuinely supportive of the work we do; positive comments re: DeAnn's ability to communicate our role in the space Clare's law – not working for survivors – what's Minister Amery's mindset regarding Clare's law; sees that it's not used the way it could be used to; education is the missing piece to make this applicable; often too late by the time they realise what's going on; or individual is never charged so no record to include in the report Could we support Clare's law requests? Not initially sure; question from Minister was around whether there is opportunity Clare's law – individual going into a relationship who suspects that they are entering into a relationship with someone with a history of violence; allows for someone to submit a request; DTC – Amery aware of issues; message remained neutral; GR met with Amery, knows where the issue is; potential for Amery to address the issue of one individual; larger issue is that Drug Courts are not at capacity, and are very expensive programs; opportunity to showcase our results; knows that Justices stopped admissions, but asked us to fish for info; 6.1 Transition Place Business Case – Deferred to March

	No word from CMHA yet; Work ongoing; appraisal; hazardous materials report; capital plan development; Cory set to meet with Laidley, but not yet able to connect due to rescheduling and no-show 6.2 Rebrand & GR Update 6.3 Draft Due Diligence Checklist (attached) CEO succession plan – to be completed
5:55 pm	7. New Business – 5 min
6:00 pm	8. In Camera – 15 min
6:15 pm	9. Adjournment