**GLS Meeting**

**March 7th, 1:00 – 3:00 p.m.**

**Virtual**

**Present:**

Brian Swainson (President) Sunbeam Community and Development Services

Brigid Fitzpatrick (Vice-President) Valor and Solutions, Ottawa

Carol Blaind (Treasurer/Secretary) Access Community Services

Sherry Novak Brantwood Community Services

Himanshu Shah Canopy Support Services

Patricia Kyle CWSDS

Marnie McDermott CLH Developmental Services

Joel McCartney CTRC

Tom Turner DSLG

Andrea Roberts HANDS

Alastair Lamb Ongwanada

Tony De Agazio OPTIONS Northwest

Darlene McKenny Pathways to Independence

Jason Young Regional Support Associates

Jennifer Shaw Administrative Support

**Regrets**

Terri Hewitt Surrey Place

**Guest**

Anna Naud (True North Law)

**Minutes**

Brian opened the meeting at 1:03 p.m. with quorum.

1. **Approval of Agenda:**

Brian asked if there were any additions to the agenda. Anna noted that a vote of the members would be required for approval of the changes to the bylaws. Brian said that would be added as a separate meeting during the Board meeting.

**Motion:** To approve the agenda as amended

**Moved/Seconded:** Marnie/Carol

CARRIED

1. **Approval of Minutes from previous meetings:**

Brian asked if there were any changes/corrections to the January 10th, 2023 Board meeting. Hearing none he called for a motion to approve.

**Motion:** To approve the January 10th, 2023 minutes as presented

**Moved/Seconded:**  Joel/Jason
CARRIED

Brian then asked if there were any changes/corrections to the February 21st, 2023 ad hoc members meeting. Hearing none he called for a motion to approve.

**Motion:**  To approve the minutes of the February 21st, 2023 ad hoc members meeting as presented

**Moved/Second**: Marnie/Paul

CARRIED

1. **Business Arising**
	1. **Name Change Committee update**

Brigid said the committee had met in January and discussed changes to the mission and vision etc. They had agreed to wait until there was confirmation of the new name before going ahead. Anna said that she had done a search of the name; it was available and being held for GLS for 90 days. She said that articles of amendment can be filed to change the name anytime within the 90 days; if the articles of amendment aren’t filed within the 90-day timeframe the name can be searched and held again, assuming it is still available.

* 1. **Bylaw Review Update**

Carol noted that all members had been sent a copy of the bylaws with recommended changes however there was one item that remained to be decided and Carol asked Anna Naud to explain.

Anna Naud said that in the current bylaws members are defined as the agencies that make up GLS. She said that the Directors are the representatives of the member agencies, so the 16 “members” were both member representatives and Directors. This is an issue of liability as well since Directors have specific fiduciary responsibilities.

Anna said that best practice is for a smaller board of Directors and asked if the group wanted to change the number of Directors in the bylaws explaining that this could be a set number or a range; she recommended a range. She noted further that this would not impact the number of members that GLS could have.

The following items were noted in the discussion that followed:

* most of the member agencies have Boards with 9 – 12 Directors although the Act does not specify a limit; options for up to 8 and a range of 9 to 12 were discussed
* the current arrangement allows for conflict of interest as each Director represents only one member
* Leaving the bylaws as is re: number of directors will have an impact on plans to increase membership (could make the board too big to function properly)
* Director and Officer terms are one year (link to employment)
* Anna identified CRA and ONCA director qualifications as: human, over 18 years of age, not having declared bankruptcy, not being mentally incompetent and elected by the members
* Reducing the number of directors will mean that some of the existing directors will need to step down/run for election
* To maintain the close networking benefit of membership Brian suggested that each Directors meeting be followed by an informal member sharing discussion which would be open to all members
* The limit on Directors does not limit member participation on committees and advisory groups; such groups would need a Terms of Reference to confirm their mandate (Anna said this ensures the committee members do not have the same liability as Directors)
* Potential committees include Governance, finance, conference, membership etc.
* a decision must be made in order to move forward with changes to comply with ONCA (must be done before fall 2023) and the name change.

It was noted that only one Director/member was not present at this meeting; this had been discussed in February at the ad hoc members meeting and all members had been notified that this decision would be on the agenda for this meeting. Anna noted that the articles of amendment could be adjusted to allow current Directors to serve out their term with elections for a smaller number to be held in September at the AGM.

It was agreed that a range of 6 to 9 Directors would be optimal and that the change would take place as of the 2023 AGM to give members and Directors the chance to reflect and choose whether to run for election or join a committee.

**Motion:** to approve the draft bylaw number one and draft amendments to reduce the Board of Directors to a range of 6 to 9 with only one member representative being on the Board at any one time. Further that the current Directors may serve out their term with the reduction taking effect as of the 2023 annual general meeting.

**Moved/Seconded:** Carol/Tom

CARRIED

The Directors meeting was suspended at 1:44 p.m. for a member meeting to vote on the above motion.

The Directors meeting resumed at 1:48 p.m. after the members voted to affirm the above motion. (See member meeting minutes).

**Other Items**

* 1. **Provincial Network Update (Lorrie/Dean)**

Brian said information from the KPMG study showed that 184 (65%) of agencies responded. He said the ministry is aiming to begin sharing the results through April to June of this year. Brian said he would address issue of interpretation of the data at the next PN meeting.

Brian said the Labour and HR Strategies committees of the PN were doing lots of good work looking at changes due to the move to a digital work environment. He also said that the slide deck from the multi-ministry housing initiative (2021) was available.

Brian said that the PN is working on a new strategic plan for April or May.

* 1. **Financial Updates**

Carol said Jennifer puts together the statement of financial standing, which went to executive prior to being distributed for this meeting. She then reviewed the statements noting that the investment account appears to be recovering.

Carole said that effective April 1st the Board will have directors’ and officers’ liability insurance and commercial liability insurance (for the conference event).

**Motion:** To accept the financial report as presented

**Moved/Seconded:** Joel/Jason

CARRIED

Carol said she and Jennifer are looking to draft a budget for GLS as part of ONCA formalization but suggested this wait until the AGM so that bylaw changes could be finalized.

* 1. **Other**
		1. **2023 Conference Report**

Marnie said that registration for the conference is going well but asked Board members to promote the conference and registration. She said that the full team of presenters had met March 20th to review material and ensure a flow of related information throughout the day.

Brian said that Karen Glass, ADM will provide opening remarks either in person or via Zoom.

* + 1. **Members Open Discussion**

There was discussion about the potential for a members’ meeting before or after the April GLS conference; a date will be set.

* + 1. **Strategic Plan**

Brigid said this has been on hold pending the bylaw review. She said she has reached out to PMB and Collective Results and asked when the Board wanted to start the Strategic plan development process.

It was agreed that the work on the plan should be done in 2024 and the specifics can be determined after the AGM.

* + 1. **Bruce McCreary Scholarship**

This $5,000 scholarship was set up a few years ago to be funded by Ongwanada with support from GLS; OADD administers the promotion and selection process. In past years GLS has provided $1,000 as an annually approved amount. Alastair asked that GLS provide $1,000 towards the scholarship for this year.

It was agreed that the funds should be approved the year prior to the distribute year for budget purposes.

**Motion:**  That GLS contribute $1,000.00 to each of the 2023 and 2024 Dr. Bruce McCreary Memorial Scholarships.

**Moved/Seconded:** Joel/Tom

CARRIED

**5. Future Meeting Dates**

The next meeting will be in person at the April 2023 conference at the Lamplighter Inn in London; details to follow.

**Adjournment:** moved to adjourn at Marnie/Carol 2:36 p.m.

**Minutes recorded by Administrative Support person, Jennifer Shaw**