**GLS ad hoc Director meeting**

**February 21, 2023, 1:00 – 3:00 p.m.**

**Virtual**

**Present:**

Brian Swainson (President) Sunbeam Community and Development Services

Carol Blaind (Treasurer) Access Community Services

Paul McGowan Bethesda

Paula Kyle CWSDS

Marnie McDermott CLH Developmental Services

Joel McCartney CTRC

Jason Young Regional Support Associates

Andrea Roberts HANDS

Sherry Novak Brantwood

Jennifer Shaw (Secretary) Administrative Support

**Guests**

Anna Naud True North Law

**Regrets**

Himanshu Shah Canopy Support Services

Tom Turner DSLG

Lexi Deece-Cassidy HANDS

Tony De Agazio OPTIONS Northwest

Alastair Lamb Ongwanada

Darlene McKenny Pathways to Independence

Terri Hewitt Surrey Place

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

**Minutes**

Carol opened the meeting at 1:00 p.m. noting that there was quorum. She asked everyone to introduce themselves to Anna.

1. **Review of Agenda:**

Carol asked for a motion to approve the agenda

**Motion:** That the agenda of the ad hoc membership meeting February 21st, 2023 be approved as presented.

**Moved by:** Jason/Marnie

Carried

1. **Update on Progress of Bylaw Changes**

Carol said that there was a question about proxy voting and if that should be included in the bylaws. Anna read the relevant clause from the revised bylaws explaining that there is no mechanism in the revised bylaws for members to vote by proxy at members meetings. After discussion of the process for proxy voting at members’ meetings it was decided that this should remain as is.

Brian asked about the possibility of directors voting by proxy at directors/board meetings and Anna stated that this is not allowed by ministry regulation. She explained further that if there was a necessary directors vote that could not be held due to an issue of quorum a written resolution could be circulated via email (through DocuSign or other system). Such a resolution would only be valid if signed by all directors.

After discussion it was agreed that quorum is rarely an issue (meetings can be rescheduled when quorum is an issue).

1. **Governance Issue from bylaw review**
	1. **Distinction between Member and Director**

Anna referred to the bylaws and defined “Members” as the agencies who hold membership (pay dues) and directors as member representatives to the board. She noted that currently every member of GLS has a member representative who is also a director. She said further that this can be changed and the limit to the number of directors needs to be included in the articles of incorporation.

Anna also noted that directors have legal liability for the decisions and actions of the Board while member representatives do not.

* 1. **Number of Directors**

Carol said that a poll of some member representatives showed that most had or had worked with boards of 9 – 12 directors. Brian suggested that 8 – 10 directors would be more appropriate for a governance board. It was generally agreed that a board of 16 people was very large.

It was agreed that:

* The number of directors should be a range or 9 to 12
* Directors would be elected and must volunteer
* Elections would be held annually at the Annual General Meeting

There was discussion about the timing for a change. Anna explained that in order for GLS to change its’ name the articles of incorporation, which include specifying the number of directors in the corporation, need to be filed and that the change in the number of directors would take effect as soon as the ministry accepted the filing. It was noted further that waiting until the September AGM would mean either delaying the name change or making two filings.

Carol suggested that the recommendation to reduce the number of directors to a range of 9 – 12 be discussed and approved at the next Board meeting March 7th. Anna said that two votes would be required for this: a vote by the directors and a vote by the members’ representatives. Currently the directors and members’ representatives are the same people so this should not be an issue if there is quorum.

It was agreed that if the change was approved on March 7th the current directors would be given an opportunity to consider if they wished to continue and asked to agree in writing by the next meeting. Carol noted that the changes related to ONCA would require the board to function in a more formal manner with the board focusing on governance, planning and policy.

It was noted that networking is a key benefit of membership and regular members meetings outside of the AGM could be held. Brian suggested splitting the usual board meeting into two sections to allow for both a board and members meeting on the same date.

Carol noted that there was agreement that the revised bylaws should be adopted. She said that the approval of the revised bylaw would also be done at the March 7th meeting and asked Anna if she would attend the meeting to answer questions as needed.

Carol also mentioned that Jennifer can not be the secretary to the board. The secretary must be an elected director and Jennifer is not a member representative so can’t be a director. Anna noted that the work of the secretary can be designated to Jennifer by the secretary.

* 1. **Policies and Procedures**

Carol asked Anna if there were specific policies needed for moving ahead with changing GLS’s name. Anna said there weren’t and recommended the new board set up a separate committee to determine what is needed. Anna said she would be willing to work with the committee as needed.

1. **Next Steps**

The following were agreed to as next steps:

* A notice will be sent out to all members reminding them of the agenda for the March 7th and highlighting the vote on the number of directors.
* Jennifer will include the summary of this meeting with the above notice
* Anna will attend March 7th and pending approval will file the articles of incorporation

Carol noted that as things become more formal with the name change, bylaw changes and new articles of incorporation the board will need to be more cognizant of the need for documentation.

**5. Adjournment**

 Joel moved to adjourn the meeting at 1:57 p.m.

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