



Hamilton/Burlington SPCA  
*Board Meeting Minutes*  
Tuesday, November 8, 2016. 6:00 pm.  
Auditorium, HBSPCA, 245 Dartnall Road

Present: J. Gledhill, Chair; D. Brown; J. Mullen; M. Moore; J. Nemet; M. Strecker; J. Stephenson;  
C. Turner; K. Uggenti; M. Emo (CEO)  
Regrets: A. Johnson

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1.0 Welcome

**J. Gledhill** called the meeting to order at 6:10 with quorum in place.

2.0 Approval of Agenda

**M. Moore moved** to approve the agenda. **C. Turner seconded. Motion carried.**

3.0 Declarations of Interest

None reported.

4.0 Approval of Minutes

**C. Turner moved** to approve the Board meeting minutes of Tuesday October 11, 2016. **K. Uggenti seconded. Motion carried.**

**D. Brown moved** to approve the minutes of October 26. **M. Strecker seconded. Motion carried.**

5.0 Business Arising

5.1 By-law updates

**M. Strecker moved** the adoption of By-law 10.08 as follows and subject to ratification at the 2016 Annual General Meeting in 2017: **D. Brown seconded. Motion carried.**

10.08 *Execution of Documents:*

- a) *All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board.*
- b) *Documents requiring execution by the Society may be signed by the CEO together with, any one of the Officers of the Society designated by the Board and all documents so signed are binding upon the Society without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Society, either to sign documents generally or to sign specific documents. The corporate seal of the Society shall, when required, be affixed to the documents executed in accordance with the foregoing.*

- c) *The Board shall ensure that all necessary books and records of the Society required by the By-Laws of the Society or by any applicable statute are regularly and properly kept.*

**K. Ugenti moved** the adoption of By-law 10.09 as follows and subject to the ratification at the 2016 Annual General Meeting in 2017. **M. Moore seconded. Motion carried.**

#### *10.09 Banking Arrangements*

*The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Society, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Society's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:*

*Operate the Society's accounts with the banker;*

*Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;*

*Issue receipts for and orders relating to any property of the Society; or,*

*Authorize any officer of the banker to do any act or thing on the Society's behalf to facilitate the banking business.*

**J. Stephenson moved** the adoption of By-law 11.01 (formerly 11:01 and 11.02) as follows, and subject to ratification at the 2016 Annual General Meeting in 2017. **M. Strecker seconded. Motion carried.**

*11.01 The Board shall, at its first meeting following the Annual Meeting, appoint a Finance Committee which shall be chaired by the Treasurer and shall consist of at least three directors and/or members.*

#### 5.2 Finance Committee Member

**M. Moore moved** to nominate D. Brown as a Member, Finance Committee. **M. Strecker seconded. Motion carried.**

#### 6.0 Consent Agenda

**C. Turner moved** to receive 6.1 (Chair's Report), 6.2 (CEO Report) 6.3 (Program Reports) of the consent agenda. **J. Nemet seconded. Motion carried.**

The Chair reviewed the nature and scope of impact that litigation with the OSPCA is having on the HBSPCA as an affiliate in good standing.

M. Emo noted in the pre-circulated Shelter Activity Report that a) animal intake for 2016 is almost on par with YTD 2015, despite low intake in the first quarter (Jan.- March 2016); b) spay neuter alters for owned

pets in the community have increased 59% in 2016 over 2015 (1954 versus 1229); and spay neuter alters have increased 22% overall in 2016.

K. Ugenti requested that 2015 YTD statistics be entered on the monthly Protection Activity report.

## 7.0 Committee Reports

### 7.1 Finance Committee

J. Mullen highlighted features of the September Financial Report including a) the 2017 budget is a work in progress and will be presented to the Finance Committee on December 6; b) audit costs associated with change in year end were reviewed by Committee; c) return on investments YTD is 9.47%, an improvement over 2015 (-3.12%) and 2014 (at 4.72%); d) the HBSPCA investment policy was reviewed together with the Investment Counsellor; and e) the year end forecast initially based on 6 month performance at June end is more positive with program fee and donation revenues recovering slightly.

**D. Brown moved** that the Board approve a 15 month audit Jan 1, 2017 to March 31, 2018. **M. Strecker seconded. Motion carried.**

**K. Ugenti moved** that the HBSPCA Investment Policies, 2011, be ratified. **M. Strecker seconded. Motion carried.**

#### 7.1.1 3<sup>rd</sup> Quarter Financial Report

**M. Strecker moved** that the 3<sup>rd</sup> Quarter Financial Report be received. **J. Stephenson seconded. Motion carried.**

**M. Moore moved** to accept the report of the Finance Committee. **K. Ugenti seconded. Motion carried.**

### 7.2 Governance Committee

M. Strecker invited Board members to hold the dates for the Annual Canadian Federation of Humane Societies' Conference April 8-April 11, 2017, pending decisions regarding participants.

**C. Turner moved** to accept the report of the Governance Committee. **J. Mullen seconded. Motion carried.**

### 7.3 Friend Raising Committee

K. Ugenti reported that the Friend Raising Committee met and has determined a focus on the HBSPCA 130<sup>th</sup> anniversary in 2017.

On behalf of the Committee, D. Brown proposed too that the HBSPCA redevelop the animal kennel areas for optimal health, safety and quality of life for the animals, and optimal working environment for staff and volunteers. The visual presentation and notes highlighted challenges of the current environment and merits of a best practice environment.

**M. Strecker moved** that the Board approve in principle exploring renovation options in the kennels. **C. Turner seconded. Motion carried.**

#### 8.0 New Business

##### 8.1 City of Hamilton Planning Committee

M. Emo reported that she is registered to present to the Planning Committee, Tuesday November 15<sup>th</sup> on By-law 12-031 as Amended for Responsible Animal Ownership in the City of Hamilton and the Implementation of Annual Cat Licensing Fees.

#### 9.0 In Camera:

**K. Ugenti moved** the meeting go in camera. **D. Brown seconded. Motion carried**

**M. Moore moved** the meeting go out of camera. **J. Stephenson seconded. Motion carried.**

#### 10.0 Next Meeting

The next meeting of the Board is Tuesday December 13. 6:00 pm. at the home of the Chair.

11.0 **J. Stephenson moved** that the meeting be adjourned at 7:45 pm.

## MEMO

To: Board of Directors, HBSPCA  
From: M. Emo, CEO  
Date: November 2, 2016  
Re: 6.2 Consent Agenda. CEO Report

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Deborah Brown, Board Member, Becky Collins, Animal Care, and M. Emo visited the newly opened Stratford Perth Humane Society Animal Welfare Centre, otherwise known as Gloria's Place and part of AWASCO. The visit was an opportunity to see best practice housing and HVAC and lighting, and creative program space design. The on site learnings will inform HBSPCA renovations as will the experience of other shelters.

The City of Hamilton posted a Notice to Citizens on October 28<sup>th</sup> regarding the pending proposed amendment to city by-law 12-031 for responsible pet ownership and the implementation of annual cat licensing fees. A report for Planning Committee deliberation will be available on or after November 9<sup>th</sup>. The HBSPCA will apply to speak at Planning Committee on Tuesday November 15<sup>th</sup> and present its pathways to responsible pet ownership – accessible spay/neuter, preventative care and identification.

M. Emo was recently elected to the AASAO (Association of Animal Shelter Administrators of Ontario) for a two year term. AASAO is an affiliation of professionals committed to excellence in the management and operation of animal care, control and welfare organizations. The Board's members include leadership from among humane societies, municipalities and other animal rescue organizations.

The 2017 budget is a priority work in progress and will be presented a second time on December 6<sup>th</sup> for review and recommendation to the Board on December 13<sup>th</sup>. The individual program budgets have been rolled up together; revenue streams are being reviewed to identify opportunities for more aggressive targets.

The OSPCA AGM is scheduled for Tuesday November 24<sup>th</sup> at 9:00 am in Stouffville. J. Gledhill and M. Emo will attend; J. Nemet and M. Strecker are voting alternates.