

Hamilton/Burlington SPCA  
*Board Meeting Minutes*  
Tuesday August 11, 2020. 5:30 p.m.  
245 Dartnall Road. Hamilton, ON

Present: D. Brown, K. Ciavarella, J. Gledhill, S. Mclean, R. Piper, E. Vis, M. Emo (CEO)  
Regrets: A. Papalia, M. Moore

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1.0 Welcome

D. Brown, Vice-Chair, called the business meeting to order at 5:40 pm. with quorum in place.

2.0 Approval of Agenda

**K. Ciavarella moved** the approval of the agenda. **Seconded by E. Vis. Motion carried.**

3.0 Declarations of Conflict of Interest

None reported.

4.0 Approval of Minutes

**K. Ciavarella moved** the approval of the Board meeting minutes of Tuesday July 14, 2020. **Seconded by J. Gledhill. Motion carried**

5.0 Business Arising

5.1 The Building

M. Emo updated the Board on pending roof replacement likely to commence in August.

6.0 Consent Agenda

6.1 Chair's Report

D. Brown thanked everyone for complying with all safety requirements for this in-person meeting, including sign in, physical distancing and face masks. The Board was reminded of pending meeting dates: Board meeting September 8<sup>th</sup>, the Annual General Meeting September 15<sup>th</sup>, and a Board meeting October 14<sup>th</sup>.

6.2 CEO Report

M. Emo indicated that there are no concerns related to business continuity given the resignation of the Director of Operations.

6.3 Program Reports

M. Emo highlighted that the current capacity of the Companion Animal Hospital will likely remain status quo for as long as physical distancing requirements remain in effect. The current built environment limits the number of people in the CAH to support the continuum of care; hence fewer people have a wider scope of tasks, reducing the number of procedures, and associated program fees.

A question was raised as to whether there is a higher rate of adopted animal returns as families' self isolation is reduced. There is no increase in returns; the program report indicates 191 adoptions (April – July) and no returns.

J. Gledhill, Past Chair and Search Committee Member, updated the Board on the status of Executive Search and the likelihood of CEO transition in September.

## 7.0 Committee Reports

### 7.1. Governance Committee

J. Gledhill, Past Chair, reported that Doug Duke submitted his resignation effective August 11.

D. Brown updated the Board on a recent interview with a Board applicant, and, in its role as Nominating Committee, the Committee is recommending the applicant be a candidate for election to the Board. The candidate is a communications professional with more than 20 years of experience in both the public and private sectors. The candidate has held public relations roles in health care, media, government and performing arts disciplines.

**J. Gledhill moved** that Trish Nelson be recommended at the Annual General Meeting on September 15<sup>th</sup> for election to the HBSPCA Board of Directors. **D. Brown seconded. Motion carried.**

### 7.2 Finance Committee

K. Ciavarella reported on a Finance Committee meeting held Thursday August 6. As outlined in previously circulated notes, Committee received an update on reserve status, and investment options for sustainability from the HBSPCA Advisor at CIBC Wood Gundy.

#### 7.2.1 First Quarter Statements

K. Ciavarella, Chair Finance Committee, summarised the first quarter statements highlighting a relatively healthy position notwithstanding the times of COVID, the positive impact of the Federal CEWS program, and the continued support of donors and supporters.

#### 7.2.2 Audit Report 2019-2020

The annual audit was a clean audit, there were no material changes, and the positive year end position was in part related to a cautious 6 month forecast in anticipation of reduced intake in the 4<sup>th</sup> Quarter.

J. Gledhill thanked K. Ciavarella and the Finance Committee, the accounting team and the CEO for diligent fiscal management.

**R. Piper moved** that the Audit report be approved for review and approval at the Annual General Meeting in September. **D. Brown seconded. Motion carried.**

#### 7.2.3 Capital Expenditure Status Report

K. Ciavarella drew the Board's attention to the Summary Capital Expenditure sheet previously distributed. It charts approved capital improvements and respective estimates, completed capital improvements and final costs.

The current estimate (July 2020) for roof replacement was tabled. The estimate includes two options: Option 1 being partial replacement of roof surface for 245 Dartnall, and Option 2 being full roof replacement (245 and 247 Dartnall). Notwithstanding the pending lease agreement with the City as building cohabitant, and the subsequent exposure for full roof replacement, discussion focused on stewardship for building integrity and safety of the animals, public, staff and volunteers.

**K. Ciavarella moved** the approval of full roof replacement at \$396,000. **J. Gledhill seconded. Motion carried.**

The Summary Capital Expenditure sheet will be updated to reflect full roof replacement approval.

#### 8.0 New Business

##### 8.1 HBSPCA By-laws

**S. Mclean moved** that the residency requirement for Member Friends of the Animals be removed. **Seconded by E. Vis. Motion carried.**

A motion to change By-law will be tabled at the Annual General Meeting on September 15<sup>th</sup>.

##### 8.2 Membership

**D. Brown moved** that Carol Desnoyers' application for Member Friends of the Animals be approved. **E. Vis seconded. Motion carried.**

#### 9.0 In Camera

**R. Piper moved** the meeting go in camera at 6:45 p.m. **Seconded by K. Ciavarella. Motion carried.**  
**E. Vis moved** the meeting go out of camera at 6:53 p.m. **Seconded by K. Ciavarella. Motion carried.**

Report of the Chair on the Closed Session:

D. Brown reported that the Board meeting moved to a closed session at 6:45 p.m. to discuss a contractual matter. The Board returned to an open session at 6:53 p.m.

10.0 Next Meeting: **Tuesday September 8, 5:30 p.m.** Location TBDetermined.

11:0 **S. McLean moved** that the meeting be adjourned at 5:46 p.m.

Minutes Approved: Tuesday September 8, 2020

Signature: Maureen Moore, Board Secretary



## MEMO

To: Board of Directors  
From: M. Emo, CEO  
Date: August 4, 2020  
Re: 6.2 Consent Agenda. CEO Report

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Kathy Innocente, Director Operations, has resigned from the HBSPCA. She will be moving with her recently retired husband out of Region close to extended family. Kathy has served in the position for 2.5 years, and she has lent her animal welfare insight and experience to the HBSPCA's Capacity for Care best practice, facility improvements, and staff development. Day to day responsibilities are being re-assigned, the 6-month budget (October-March) will be largely complete by the end of August, and together with the CEO is preparing transition notes for incoming leadership. Kathy's resignation is effective September 18<sup>th</sup>.

The HBSPCA has been working collaboratively with two Societies developing a salary administration plan to guide compensation in a sector increasingly focused on recruitment and retention for effective service to community. Another goal includes reducing variability in wages in the geographies served. The collaborative expanded to 5 Societies and now includes 7. Salary bands have not been validated against the external marketplace. The assumptions and salary bands are in Appendix 1, CEO Report.

There continue to be grants available in the Times of COVID to help sustain business and service to community. Ontario recently announced \$83M investment in the Resilient Communities Fund administered by the Trillium Foundation (these are redirected funds). The fund aims to help not-for-profits recover and includes a wider range of things for instance board and staff training, building fundraising plans and skills, re-imagining programs, infrastructure, and equip board members and employees with supports to implement new approaches, prepare for change and build resiliency. Grants will support opportunities as follow:

- Improve and increase ability to access financial resources and develop new and/or alternative sources of revenues (e.g. develop fundraising plans, identify fundraising and financial technology resources, seek opportunities for public-private partnerships and social finance)
- Adapt or re-imagine the delivery of programs and services to meet the needs of the community, employees and volunteers (e.g. identify new health and safety processes and required personal protective equipment; technology supports; staffing and volunteer recruitment and training)
- Procure equipment or renovate spaces to meet the changing needs of the organization; its programs and services, and adapt to new ways of working (e.g. equipment and/or renovations to meet changing technology health and safety, and service delivery requirements)
- Create and/or adopt new approaches for organizations to work together to meet the needs of communities (e.g. peer learning, professional development, networking, resource, knowledge and data sharing)

At the outset the announcement piqued the interest of our Network; however there are some provisions including "surplus" funds: *If your organization has access to net assets worth more than 12 months operating expenses, you must upload an explanation as a separate document along with your*

*financial statements, explaining why you have a surplus. You must demonstrate that unrestricted net assets have been earmarked for an imminent project or purpose; or where the circumstances can otherwise demonstrate significant financial need. We will make inquiries on the interpretation of “surplus” and “reserves”.*

Following on Board approval for roof replacement, the HBSPCA has secured a soft date for work commencing mid-August based on updated quotes solicited through a diligent process. The City has been advised of the pending project and has been extended the opportunity to share in the full replacement at a reasonable cost. The approach to the roof work was modified in the event the City does agree to full roof replacement and the City can be accommodated for its share of roof and replacement cost. The August timing is fortuitous; a significant leak was exposed mid July, and the selected contractor was available given a change in scheduling elsewhere. The Board will be fully briefed at its meeting.