

Hamilton/Burlington SPCA  
*Board Meeting Minutes*  
Tuesday November 10, 2020. 5:30 p.m.  
By ZOOM

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

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1.0 Welcome

K. Ciavarella, Chair, called the business meeting to order at 5:32 p.m. with quorum in place. The Chair noted that two agenda inclusions were sent to Board members just prior the meeting: 7.2 Draft Minutes of the Governance Committee meeting November 5<sup>th</sup> and the Board skills matrix, both for information.

2.0 Approval of Agenda

**J. Gledhill moved** the approval of the agenda. **Seconded by D. Brown. 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 October 13<sup>th</sup>, 2020. **Seconded by D. Brown. Motion carried.**

5.0 Business Arising

None

6.0 Report of the Chair

K. Ciavarella updated the Board on three matters: a) as Chair, she has been in regular contact with the incoming CEO and has connected the incoming CEO with M. Emo. Public confirmation of the pending change in leadership will be made the week of November 23<sup>rd</sup>, and M. Emo is preparing a comprehensive orientation and onboarding schedule; b) reports of Board Committees to the Board will include all supporting committee meeting materials and draft minutes to keep all Board members apprised of Committee deliberations; and c) the Chair advised that all Directors will be polled this week about education and orientation suggestions, recognizing that learning opportunities can be met in any number of ways.

7.0 Consent Agenda

**E. Vis moved** to receive the Consent Agenda. **Seconded by J. Gledhill. Motion carried.**

In response to a question posed by K. Ciavarella, M. Emo confirmed that the Companion Animal Hospital is operating at about 60% capacity (number of surgeries), that intake overall is low and that intake of animals from Provincial Inspectors under the PAWS legislation is increasing. J. Gledhill commended Bruce Roney for having been inducted in the 2020 Order of Ottawa and expressed deep gratitude for the pending PetSmart Charities of Canada grant.

## 8.0 Committee Reports

### 8.1 Report of the Finance Committee

**D. Brown moved** to receive the Report of the Finance Committee. **Seconded by J. Gledhill. Motion carried.**

- D. Brown summarised the deliberations of the Finance Committee on November 4 noting the following:
- a) The status of the balanced score card will be reviewed with the goal of launching its implementation in the New Year.
  - b) Accreditation content requirements, work in progress and timing of Humane Canada accreditation application reviews are being assessed; a decision needs to be made as to whether Humane Canada or Imagine Canada accreditation will be pursued.
  - c) Committee agreed that keeping pace with living wage is a fundamental philosophy for the Board and the organization and is consistent with organizational values. To ensure the organization keeps pace with living wage it was recommended that the standard be incorporated in the salary administration and compensation policies and procedures.
  - d) Committee considered the approved capital projects and the feasibility of moving forward with flooring and storage approvals; with respect to kennel improvements, the CEO was directed to develop a plan for kennel improvements in the context of increased space availability in the next three+ years.
  - e) The annual budget 2021/22 will be built on the assumptions of the current budget given that COVID-19 and its impact on operations will likely prevail for several months.

Discussion outcomes on the Finance Committee report include:

- a) Due diligence will be exercised in the review and modification of assumptions in budget development.
- b) The scope of kennel renovations will not compromise animals' quality of care.
- c) Operating policies should be shared periodically with the Board, FYI.

**J. Gledhill moved** that living wage be an operating policy of the HBSPCA salary administration plan. **Seconded by D. Brown. Motion carried.**

### 8.2 Report of the Governance Committee (GC)

**K. Ciavarella moved** to receive the report of the Governance Committee summarising a meeting on September 28<sup>th</sup>. **Seconded by D. Brown. Motion carried.**

Kim Ciavarella summarised the deliberations of GC at its meeting on November 5, noting the following:

- a) Committee identified and allocated responsibilities over several months working with an adapted template and guided by the Committee's Terms of Reference. The same template will be used by the Finance Committee with the goal being an integrated Committee and Board annual workplan. A schedule of meetings has been calendared.
- b) Committee assessed recruitment requirements having reviewed the Board skills' matrix and determined that finance and audit, knowledge about not-for-profit charities and fund development, and governance (preferred experience) will be the foci of Director recruitment. A

Director posting and posting sites are being developed for implementation before the end of the month. As did the Governance Committee, the Board identified that advancing diversity at the Board is important. A Director candidate is being interviewed by Committee on November 23<sup>rd</sup>.

- c) Committee proposes that an educator/facilitator be engaged to review governance models and to assist the Board identify its current governance style and what model it aspires to adopt. Going forward, sound current Board practices and desirable practices will be reflected in governance policies.

Discussion outcomes on the Governance Committee report include:

- a) Governance practice of recent has been guided by mission, purpose, and fiduciary stewardship.
- b) Former Board member Maureen Moore is very interested in advancing governance policies at the HBSPCA as a community member.
- c) There is a bank of policies and HBSPCA work in progress to inform policy development.

#### 9.0 New Business

**K. Ciavarella moved** to approve Carrie Trembinski as a Friends of the HBSPCA Member. **Seconded by T. Nelson. Motion carried.**

#### 10.0 In Camera

**R. Piper moved** the meeting go in camera at 6:22 p.m. **Seconded by E. Vis. Motion carried.**

**J. Gledhill moved** the meeting rise out of camera at 6:50 p.m. **Seconded by T. Nelson. Motion carried.**

Report of the Chair on the Closed Session:

K. Ciavarella reported that the Board meeting moved to a closed session at 6:22 p.m. to discuss a personnel matter. The Board returned to an open session at 6:50 p.m.

11.0 Next Meeting: **Tuesday December 8, 2020. 5:30 p.m.** Location TBD.

12.0 **T. Nelson moved** the meeting be adjourned at 6:52 p.m. **D. Brown seconded. Motion carried.**

Minutes Approved: Tuesday December 8, 2020

Signature: Emily Vis, Secretary



## Memo

To: Board of Directors  
From: M. Emo, CEO  
Date: November 5, 2020  
Re: 6.1 Consent Agenda. CEO Report

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PetSmart Charities of Canada confirmed on November 5<sup>th</sup> that the HBSPCA grant application for subsidized spay neuter surgeries and a pet health check pilot program to keep pets and people together has been approved. In addition, resources will be made to support HBSPCA mentorship of a like organization and a grant will be made available to help support fundraising tactics for sustained spay neuter subsidies for vulnerable pets.

The Hamilton/Burlington SPCA was recognized in two categories of service among the Spectator Readers' Choice Awards on October 29<sup>th</sup> – a Platinum Award for Animal Rescue and a Gold Award for Adoption Services. On behalf of our volunteers and Staff making a difference every day the HBSPCA is humbled and delighted. Nominations come from those who have experience with the service and community members vote. We are reminded too that we are not alone. It takes a village to grow a humane community and we give a shout out to some of the other rescue groups recognized for making a difference every day, all for the animals. Paws UP to Pantry Four Paws, Ladybird Animal Sanctuary, Salty Dog Rescue, and our colleagues at The Cat Clinic.

A review of proposals for brokers to design and administer Staff Benefits was recently completed. Several Requests for Proposals (RFPs) were made; five (5) proposals were submitted and reviewed; and three (3) were shortlisted for interview. The decision was made to remain with the current provider as there was not ample presenting reason for changing broker at this time. A Staff survey is underway to assess needs the feasibility of personal health accounts for staff is being explored. The review panel is thanked for their time and deliberations: Michelle Macnab (Staff); Suzanne Porcellato (Controller) and Ryan Piper (Board Volunteer) joined the CEO in the process.

Two projects to enhance business operations are underway at the Society. Microsoft Teams is being introduced to all Staff to support internal and external communications; it is a cost-effective alternative to conference calling and ZOOM. Secondly, all communication tools and software will be assessed for their effectiveness in advancing the HBSPCA mission every day. Zach Dryman, B.Sc. with CharityacCounts is leading both initiatives.

Return to work (RTW) opportunities were concluded in October. Employed staff number 22 (17.6 FTE). Pearl Wolfe, Business Manager in Development since December 2019, resigned her one-year contract in October. Job postings for Donor Relations and Communication and Community Engagement have been prepared for the incoming CEO. A current organizational map is attached.

Our colleague and OAWN partner Bruce Roney, Executive Director at the Ottawa Humane Society has been inducted in the 2020 Order of Ottawa. The honor acknowledges the contributions of people in the

Ottawa community who are making a difference in the lives of others through their professional accomplishments. Congratulations Bruce!