

Minutes and Notes of the Board Meeting

Oct 17th, 2018, 12 (noon)
Meeting Room C, City Hall

- 1. Call to Order** **Chair**
Meeting was called to order at 12:03 p.m.

Roll Call

Present

Mike Major
Phil Pendleton
Rory O'Neill
Fabio Biancolin
Kanchan Maharaj (12:08)
Marianne Sirro
Lorna Zappone

Absent with Regret

Trena Cesario
Tristan Downe-Dewdney

Absent

Staff:

Heather Nicolson-Morrison, Executive Director (ED)
Jenna Mantle, Executive Assistant (EA)
Grace Ciardullo (SHRC)

- 2. Approval of Agenda** **Chair**



Oct Brd agenda
2018.doc

MOTION: To accept the Agenda of the Board Meeting of Oct 17th, 2018.
(Biancolin/O'Neill) Carried.

Comments as to Agenda

- 1) M. Sirro agreed to act as Secretary in the absence of T. Cesario.
- 2) The Membership Report will now be reported jointly between the EA and Membership Recruitment, Renewals and Benefits Chair under that committee report as Membership numbers fall under the purview of that committee
- 3) There are often more Executive members than Board present at the Board meetings and it is their second time reviewing the same materials.
Many other associations are now using the process wherein Executive Meetings are called:
 - 1) On an *as needed* basis in order to make emergency decisions when no Board meetings are slated (i.e. July/August),

2) Executive Officers continue to lead the design of the budget and form the Finance Committee, and
 3) The Executive deals with COTAPSA staff HR issues as required.
 Resultantly, we will not be holding monthly Executive Meetings and as all Board members sign a Confidentiality Agreement, *the Members Issue Report* which was previously delivered only to the Executive Committee will now be reported as an *in camera* item under the SHRC report. Unlike the previous method of reporting on Members Issues -- client names will be withheld and only global issues, trends and situations will be indicated.

3. Declaration of Conflict of Interest **Chair**
 None

4. Approval of Minutes **Chair**



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MOTION: To approve the Minutes of the Board Meeting of Sept 12th, 2018.
 (Pendleton/O'Neill) Carried.

5. Business Arising from Previous Meetings **ED**

- **ED Report (June)**
 - TCHC
 Item moved to the in-camera section of Agenda
- **Bylaws and member participation (Sept)**
 Item moved to Governance Report
- **Board Calendar (Sept)**
 Board asked to review and see if the calendar is of value. Item had initially been requested by and set up at Board request so they could see upcoming dates. It was agreed that we would give it a bit more time before making a decision whether to keep using it.
 - EA to add new Board Members to COTAPSA Board Calendar.
- **Treasurer (June Board & June Finance, Sept Board)**
 Underway – ANUMMO members have signed required papers and these were submitted to the Ministry of Government Services on Sept 27th
 ANUMMO will be charged for Kinloch services with regards to this.
- **Treasurer – Sept Board (information)**
 Credit Union Merger – merger vote is evening of Nov 7th – ED will attend

6. Chairs Report

- **OMERS Initiative**
 - Recent responses from OMERS
 - Comprehensive Plan Review - SC has drafted a revised Funding

Management Strategy (FMS) to assist in addressing the possible introduction and ongoing management (including restoration, if possible) of conditional benefits under the OMERS Plan.

- 4th Stakeholders Forum: **October 25, 2018**
Session will provide information about the revised FMS, ask questions, etc.

MOTION: to go in-camera (Zappone/O'Neill) Carried.

MOTION: to Rise and Report (Biancolin/O'Neill) Carried.

Board received OMERS strategy report

7. Executive Directors Report

ED

Meeting with new City Manager, Chris Murray moved from Sept 13th to Oct 29th

Agenda to include:

- 1) Relationship Protocol,
- 2) Work done with City HR i.e. June and Fall Performance Plan Surveys, and Benefits questions included in our member satisfaction survey,
- 3) OMERS Information

8. Committee Reports

i) Governance

ED

President raised questions at the Sept Board Meeting as to member involvement in constitutional/bylaw change and what is required?

Email sent to the Board by ED on Sept 13/18

The three sections below (1, 5, 14) allow the Board the latitude and provide direction as to how to bring changes/amendments or new bylaws forward for member input and approval at a meeting be it 'special' or AGM.

As per the CONSTITUTION OF COTAPSA, INCORPORATED as amended and restated, January 17th 2018... By-Law No. 1

1. DEFINITIONS

(q) "Special Resolution" means a resolution passed by the Board and confirmed with or without variation by at least two-thirds of the votes cast at a meeting of the Members of the Association duly called for that purpose.

5. MEMBERSHIP MEETINGS

5.01 COTAPSA is a Member driven Association, and as such provides the following avenues for Member input...

5.02 The Annual General Meeting (AGM) will be held once per fiscal year at a time and place to be decided by the Board subject to notice to each Member ten (10) days or more before the meeting. The agenda shall be set by the Board and include approval of the audited financial statements and appointment of the auditor.

14. AMENDMENTS

14.01 Amendments to the Constitution, Letters Patent or any Supplementary Letters Patent of the Association shall be authorized by Special Resolution as defined in article 1(q) above. The amendments shall be made available to the Membership not less than twenty-one (21)

Days prior to the AGM or a Special Meeting called for the purpose of approving such amendments

Therefore, the process is that the Board proposes in advance to the membership any Bylaw amendments/changes to be voted on at the AGM. There are rules in place governing how this is to be done i.e. advance notice (number of days required is 21) as to what the amendments are.

Resultantly, the Governance Committee has brought forward recommendations on the following:

- 1) Addition of a bylaw directing when a Director has been voted off the Board as to when they could, if wanted, put their name forward for a set again, and
- 2) Proceed with a review focusing on the Director representational group make-up of the Board and come forward at the October Board Meeting with a bylaw proposal to rescind what presently exists and request adoption of a more realistic process.

- **2018 Bylaw changes** to be presented to members at 2018 December AGM, Bylaw 6.12, 7.02, 7.04



2018 December
bylaw amendments.

(NOTE - Bylaw information must be in member's hands 21 days prior to AGM)

MOTION: That the Board accept the proposed amended bylaws 6.12, and direct staff to provide to the association membership for ratification at the Dec 7th 2018 AGM. L. Zappone moved to amend to two-years from the end of the current term at which a Director is voted off the Board, rather than four. (Zappone/Sirro) Carried.

MOTION: That the Board accept the proposed amended bylaw 7.02., and 7.02d and direct staff to provide to the association membership for ratification at the Dec 7th, 2018 AGM. (O'Neill/Zappone) Carried.

MOTION: That the Board accept the proposed amended bylaws 7.04 and direct staff to provide to the association membership for ratification at the Dec 7th, 2018 AGM. M. Sirro suggested that the following wording be revised "with the objection of equitable representation" (Pendleton/Zappone) Carried.

- **Ontario Not-for-Profit Corporations Act (ONCA)**

January 2020 new act (ONCA) will come into force. To ensure we are in compliance next year the bylaw will be sent to lawyers Dale Lessman for review Board directed a few years ago (via a motion) that ED can do this as necessary.

- **Nominations/Elections and AGM package (Information)**

Board Nominations open Nov 1st 2018 and close Dec 3rd 2018 at 10am. Bylaws stipulate a limit of 12 director seats. At present there are 4 open seats (0 Directors leaving, 3 seats open, 1 Director requires to re-up)

Election results to be reviewed by CRO Rebecca Condon the day after election closes (Dec 4th) and will announce the Board slate at AGM on Dec 5th.

New Board starts in January, 2019

NOTE – Marianne Sirro's Term of Office (as per the bylaws) will be for 2 years ending Dec 31st 2020.

All AGM packages must be out by no later than Nov 16th to meet requirement of 21 days' notice for bylaw amendment changes



Dec AGM Agenda
2018.docx



AGM Dec 2018
COTAPSA Proxy Form



AGM Dec 2018
Election Nominations



agm-20170118-min
utes DRAFT.docx

ii) Political Action Committee (PAC) (Information) ED

- **COTAPSA Municipal Candidate Election Survey (Report Back)**
 - Sept 26th – Working from the City Clerks list of registered candidates emailed out 162 surveys to mayoral and council candidates who had supplied email addresses
 - Oct 2nd - email reminder sent out to all
 - Oct 3rd – As only 30 responses received – all candidates who provided phone numbers with their registration to the City were cold-called and reminded as to due date of our survey
 - During process of reminders another 33 emails were found and surveys were sent to them
 - Total of 191 surveys were sent out
 - Oct 9th – due to requests primarily from incumbents candidates it was agreed to extend the survey by (24 hrs), survey closed at 5pm Oct 10th
 - Received total of 65 Mayoral and Council responses
 - NOTE - Between Thursday Oct 4 and Wednesday the 10th, 27 candidates submitted email addresses to the City – unfortunately, due to lateness they were not provided a survey

Of the 191 candidates sent the survey, 65 responses were received ... a response rate of over 1/3 – which is good – normally a 10-15% rate for external survey is viewed as good

TOTAL -

9 Mayoral (of 23 who had posted to the City) **

56 Candidate (of 222 who had posted to the City) -

Of the 25 wards - 5 wards had no respondents (#6 York Centre, #7 Humber River Black Creek, #9 Davenport, #15 Don Valley W and #16 Don Valley East)

** John Tory's office contacted us and asked to have the survey sent in a different format which we provided

Staff want to thank K. Maharaj for all her help with the data presentation.

Issues/Lessons Learned

For a first time effort – as noted, 1/3 is a good response rate for an external survey especially when you consider the time restraints on candidates due to the ward issue

Response issues – when called on Oct 4th many said they didn't see it, many said it was in junk mail, others said they wouldn't respond as they had received too many, some candidates did not supply email addresses or phone numbers to the City until very late (or not at all) so we could not contact, after the extension some candidates still requested another extension.

Many respondents did not follow direction about the 250 character cap and wrote well beyond the guideline and their responses were truncated



FACT SHEET-
Representation.docx



FACT SHEET - Who
we Are.docx



FACT SHEET Pay for
Performance_.docx

- **Issue for discussion/decision** – in June a **Council/COTAPSA Board Meet and Greet** was proposed – it was agreed that it was a good idea and would replace the December Board Meeting (December 12). It has now been raised that as the new Council is being sworn in on Dec 5th and our event is too close and that perhaps we should move date.
 - It was noted that as per timing, we most likely would not get a good turnout
 - M. Sirro suggested it be held as a lunch break during a Council meeting.
 - It was suggested that it be re-scheduled to early 2019 – January or February
 - To be tabled and brought back to Board in January
 - EA to cancel catering for December meet and greet and go forward with December Board meeting as previously scheduled.
- **Performance Pay Follow Up Survey (Survey)**
Emailed out September 27th due 5pm on Oct 11th
Fewer questions than spring version
Respondents -- 281
A question was added asking if the respondent had participated in June PP survey (*yes, no, don't remember or I'm a new member*). Concern was if they completed June survey and answered in the affirmative – we did not want to recount their information.
Focus was on those who were following up (didn't have meeting or received PP rate).
 - EA to scan report and put on Board site this week

iii) Communications

ED for Secretary

- **Fall newsletter** emailed 3rd of Oct/18
1st communications contest – contest closes Nov 12th at 4pm winner to be announced following day. The contest question was taken from the previous (*Spring*) newsletter: *What percentage of contributions to the OMERS plan does all management non-union employees represent?*
Answer – 23%
Number of respondents to date 4
- **Social Media presentation (Information)**

Draft of the **Social Media presentation** that will be posted on the member's site, prepared by our social media consultant. (It will include - How to sign up for the three platforms).



COTAPSA.pptx

- **Postings (Information)**

The 3pm Facebook posting, which is more employment focused, in addition to Twitter will be posted on LinkedIn. Was a discussion on considering using Instagram – ED noted that this was discussed at Committee level and was decided not to go forward this year.

iv) Member Services

ED for 2nd VP

- Working on some new ideas to interest younger employees ... trying for association or issue speakers rather than service providers:
 - Wills and Estate Planning (Ontario Bar Association Speakers Bureau), contacted Oct 9th
 - 10 things to know when you buy your first home or condo (Ontario Real Estate Board, Consumer Protection Ontario, CMHC)
 - Nutrition
 - Sexual Harassment (Webinar – Grace/ James LeNoury)
 - Business Communications (listening, speaking, writing etc. – especially with writing - everything is a legal document)
 - M. Sirro suggested adding how to build relationships/network
 - M. Sirro is to provide staff with Legal Review information
- M. Sirro brought forward a possible member benefit to consider: Liuna – provides reduced legal fees for things such as family law, estate planning etc.
 - M. Sirro to send P. Pendleton and ED list of lawyers included in this benefit.

v) IT

F Biancolin

- F. Biancolin provided an update on what stage the project is at. He recapped work to date, noting that a lot of the office processes dealing with tracking membership, dues, etc. is very labor intensive. The IT committee explored an option of a custom build solution but decided to take a different approach and did a massive market scan. The EA put together a list of requirements and most of what was found in the market would not work. Then narrowed down to two solutions and participated in a demo with both. The next step is to weigh and score the list of requirements. There is a significant cost component based on a 10-year model. Committee will bring back to the Board for decision. ED noted that \$64k was added into 2018-19 budget for this particular project.
 - Implementation would happen in 2019. EA will need time to focus on the implementation. Will need a legal review of the statement of work with the vendor before we sign.
 - F. Biancolin to provide EA with a list of questions in regards to references.

vii) Member Recruitment

1st VP

- **Venngo – (Information)**
Contract cancelled on Sept 11th, effective at contract renewal date in early January.



Letter of
Termination - Venng

- **Fall mini recruitment campaigns**



Edits for fall recruit
flyer 2018.docx

There is no free lunch.... you can't get something for nothing!

As per the Relationship Protocol we received an updated list of all non-union city employees. Flyer sent on Oct 16th

A second fall/early winter flyer is planned once the final dates and topics for the COTAPSA *Bring Your Lunch and Learns* and Webinars are released

MOTION: to go in-camera (Biancolin/O'Neill) Carried.

Membership Report

1st VP/EA

Viii Continued ED Report

TCHC

ix) SHRC Report

SHRC

- **Member Issue Report**
- **Reasonable Notice of Employment Termination**

MOTION: to Rise and Report (O'Neill/Pendleton) Carried.

Board received the Executive Directors Report, Membership Report and the SHRC Reports.

X) City HR

SHRC



City HR COTAPSA
Minutes September

SHRC provided an overview of the last City HR Meeting and noted that these minutes are draft – not yet approved. She commented that there are various outstanding items we are waiting to hear back on.

9. Operations

ED

Re-earnable Lump Sum payments (**INFORMATION ITEM**)

With regards to the provision of a lump sum, staff to be provided with a choice to either:

- 1) Have the monies added to their RRSP's, or
- 2) Take as a lump sum payment.

There are tax implications

We investigated having it deposited directly into individual RRSP accounts.

This item has no financial impact on the association – Auditor concurs

Added as directive to the following COTAPSA Policies

Policy 3.1 Cheque Signing (Section 1.1.4 - Electronic Payment Approval for Bills for staff RRSPs)



3.1 - DRAFT
Addition 2018 Cheq

Policy 7.1. Performance Appraisals



7.1 - DRAFT 2018
Performance Apprai:

10. Treasurer's Report

EA/Treasurer

Audit - Sept 26th Auditor attended the office – said EA did excellent job this year

- Oct 11th to 16th audit took place
- Audit must be completed and members notified 21 days before the AGM.
- Audited statement will be brought to the Board for review and acceptance at Nov Board meeting

Monthly Financials (Sept)

EA provided and review of year-end statement highlighting investment balances, interest earned, budget surplus, what areas were under spent, etc. She noted that the report is an approximation of year-end but not final numbers as it does not reflect the year-end pre-payments, adjustments or accruals.

MOTION: To accept the Treasurers Report (O'Neill/Sirro) Carried.

11. Other Business

- **Remembrance Day** – Fall Newsletter we asked for ex-service person to volunteer to be wreath bearer. R. O'Neill offered to participate but we need a second Board member to help as staff is not available. Someone is needed to manage the coffee/refreshments table. M. Major suggested that the Board bring someone, perhaps a student forward – an honorarium would be provided and/or volunteer hours applied.
- **United Way Gala Tickets** – Nov 16th – L. Zappone and guest will attend.

12. Adjournment

Chair

MOTION: To adjourn. (Biancolin). Carried

Meeting adjourned at 1:58 p.m.

Signed: Mike Major, President/Chair

Signed: Marianne Sirro, Director

Date:

Date:

DRAFT