

Board of Director's Meeting

Date: Monday, Dec 12th/ 2016

Attendance:

Suzanne Kenny, President
Chad Perrin, Vice President
Kim Maher, Secretary
Tom Jackman, Self-Advocate
Mark LaCosta, Western Region Rep
Edward Byrne, Eastern Region Rep
Colin Hodder, At Large
Shawna Matthews, At Large
Patrick Martin, At Large
Anthony Jackman, At Large
Carolyn Rideout, At Large
Angela Decker, At Large

Regrets:

Matt Dove, Treasurer
Scott Crocker, Executive Director
South Central Region – Vacant Seat

The meeting was called to order by Suzanne Kenny, President at 7:05pm. Introductions of all board members occurred before the agenda was reviewed.

1. Adoption of Agenda:

The following items were added to the agenda:

- Signing authority
- Board liability/liability insurance
- Website development and marketing

❖ *Moved by Chad Perrin, seconded by Kim Maher; carried, that the meeting agenda be adopted with the above listed additions. (Motion 1212-0001)*

2. Adoption of Minutes Sept 19th, 2016 and Nov 5th, 2016:

❖ *Moved by Mark LaCosta, seconded by Angela Decker; Carried, that the minutes of the Board of Directors Meeting for September 19th, 2016 be adopted as presented. (Motion 1212-0002).*

❖ *Moved by Kim Maher, seconded by Ed Byrne; Carried, that the minutes of the Board of Directors Meeting for November 5th, 2016 be adopted as presented. (Motion 1212-0003)*



3. Business Arising

a. BOD Expectations, Confidentiality and Conflict of Interest.

- “Role of an ASNL Director” was reviewed by Suzanne Kenny. Board of Director Expectations, Confidentiality and Conflict of Interest were discussed and importance stressed.
- Commitment Contracts and Confidentiality Agreements have been signed by all Board members with the exception of :
 - ◆ Angela Decker (to be signed and sent in)
 - ◆ Colin Hodder (*signed his agreement and sent it to Scott today*)
 - ◆ **See Action Item 12.12.01 & 12.12.02 to address**
- Point was raised that not all of our directors are members of ASNL. Sometimes as Board Members year roles over, etc membership dues are not always current. Caroline, Tom, Chad and Matt are not current members. **See Action Item 12.12.03 & 12.12.04 to address**
- Schedule of Board of Directors quarterly meetings were reviewed. Meetings occur on the 3rd Monday in March, June, September and December. December meeting will be held earlier than the 3rd Monday. Extra meetings may be required this year as the Strategic Plan for the next 3 years will be developed. **See Action Item 12.12.05**
ACTION ITEM 12.12.01: *Angela to sign the required documents and forward them to Scott*
ACTION ITEM 12.12.02: *Scott to verify that all board members have signed the required documents.*
ACTION ITEM 12.12.03: *Caroline, Tom, Chad and Matt to update membership status at ASNL*
ACTION ITEM 12.12.04: *Scott to verify that all directors are members of ASNL.*
ACTION ITEM 12.12.05: *Scott to send out invites for all quarterly Board of Directors meetings to all members.*

b. AGM highlights.

- The AGM was held on Nov 5th, 2016
- Presidents message was delivered by Joe McKenna, outgoing president
- Matt Dove presented the financial report. The report was reviewed by the Auditors
- No election was required for Board of Director positions
- 2 non board members (Dave Vardy and Patrick Kennedy) spoke at the AGM

c. Annual Plan Fiscal 2017 and the Year Ahead

- Scott and his manager team are developing the Annual Plan for 2017 – this would be presented in advance of our March 2017 Meeting. This is typically done in conjunction with the Strategic Planning Committee and other Committees add input into the development of this document.
- Reviewed the Annual sequence of events that happen through the calendar year, also, as part of the “Role of ASNL Director” previously

d. Overview of Committees and Committee selection

Suzanne provided a brief description on each of the committees. To reduce the membership of each committee, directors will be asked to serve on one committee this year to start and see how it's going. Several members indicated the willingness to serve on multiple Committees; 2nd choices were recorded. It will be up to committee chairs to increase the members on their committees if required. Suzanne and Scott will serve on all committees.



- Suzanne informed the directors of her plan to become an ICD director. She suggested that all directors should review some of the ICD material.
- Point asked about Director Liability Insurance - Suzanne informed all directors that ASNL does carry Directors Liability Insurance and Scott will send this out

See Appendix A with Committee Member selections

ACTION ITEM 12.12.06: *Suzanne to distribute committee lists for all directors to review*

ACTION ITEM 12.12.07: *Scott to send a copy of Directors Liability Insurance to all Directors*

ACTION ITEM 12.12.08: *Suzanne to send ICD reference material to all directors*

ACTION ITEM 12.12.09: *Scott to distribute previous committee reports and terms of reference for all committees to the new chairs for review*

ACTION ITEM 12.12.10: *All committee chairs to call a meeting of the new committees in January.*

4. Action item tracker

- Suzanne updated some of the items. Will use Action Tracking Tool more in 2017 and going forward. Suggest using one for Committees so we can better stay on track. Will use new numbering system relative to Meetings.
- Advocacy manager has submitted a report – Some questions to address in January Advocacy Meeting
- Scott has updated the Strategic Plan - Strategic Committee to meet in Jan
- Point rose regarding transfer on money into restricted funds in regard to charitable organization regulations. Suzanne assured that Matt has been meeting with Accountant regarding this to ensure we are in line with Charitable Organizational regulations.
- See updated Action Tracker/ Format

5. Standing reports

- President Report submitted and reviewed by Suzanne Kenny. See Presidents Report document
- Executive Directors Report submitted by Scott Crocker and reviewed by Suzanne Kenny in Scott's absence. Highlighted points include: Human Resources, Research, Advocacy, Programs and Outreach. In addition to Human Resources reported, Suzanne added the following:
 - 1) Greg Knot has resigned. Recruitment for his position is ongoing
 - 2) Facilities manager has been laid off. This position will not be replaced.
 - Corrections required in year dates for AGM (2(a)) and end of terms (2(b)) required.
- Self-Advocate Report: Tom Jackman
 - Attended Geneva Conference
 - Serving on a Terms of Reference and Governance Committee for Autism Canada
- Autism Canada. Report submitted by Scott Crocker
 - Scott's report provided highlights from the Provincial and Territorial Advisory Council in Toronto October 17-18, 2016.
 - Scott and Suzanne sit on the Executive Council. ASNL is trying to connect with Autism Canada and CASDA.

6. Standing Committee Reports

Advocacy and Communication

- Advocacy continues to work on the Interactive Website that is almost complete and is still planning a scaled back Public Awareness Campaign. Website to be completed/ launched Jan 2017



- Patrick commented on the importance of having a good marketing campaign for both website launch and has asked for further details on the launch. See Questions to discuss at Advocacy Committee. See Action Item 12.12.12
- Suzanne discussed the possibility of going to RFP process to secure a marketing partner for a 2 year period. See Action Item 12.12.11

ACTION ITEM 12.12.11: *Suzanne to discuss RFP for Communications Partner with Scott. Scott will initiate the process if required prior to the start of the Advocacy campaign*

ACTION ITEM 12.12.12: *Tess to provide more information regarding the Web site launches to Board of Directors prior to the event and share with Advocacy Committee*

Programs and Services

- Suzanne spoke to the waitlist numbers for programs. There is a question about the low numbers waitlisted for some programs. She will discuss the registration process with Scott to ensure that any changes that may have occurred in registration policies still reflect true waitlist numbers for each of the programs. Waitlist numbers can be valuable in search for Gov't funding. See questions for discussion at Programs and Services Committee

Finance and Risk Management

- Report was not available from Treasurer, Matt Dove. See Action Item 12.12.13
- Treasurer will need to make transfer to create a new Emergency Fund. Parameters and terms for the emergency fund need to be created. See Action Item 12.12.14

ACTION ITEM 12.12.13: *Matt to complete FARM report and distribute to all Directors.*

ACTION ITEM 12.12.14: *Matt to ensure funds are transferred and parameters are developed.*

Governance

- This committee will be focusing on Governance Framework and Policy Development in the New Year. Will start with what do we have from a current state perspective.
- The Chapter Agreement needs to be reviewed and revised to reflect current practice
- Need to better understand how we work as a Provincial Organization

7. Ad Hoc Standing Committees

Strategic Planning

- This committee will be meeting to review the Strategic Plan Document submitted by Scott.

8. New Business

- Quarterly report to the Membership (2nd quarter)
This report is prepared. Prior to circulation and sign off Suzanne will confirm the finance numbers with treasurer. She will also remove the Feasibility Study into Expansion from this report.
ACTION ITEM 12.12.15: *Suzanne to verify financial numbers and discuss Feasibility Study into Expansion part of report before it is circulated.*
- Website Marketing (add on)
Already discussed under advocacy
- Motion for Cheque signing
Moved by Caroline Rideout, seconded by Chad Perrin. Carried, that Suzanne Kenny, Matt Dove, Scott Crocker and Kim Maher will be ASNL's signing officers for 2016-2017. And, I move that two of the four of these will be able to sign cheques and documents on behalf of ASNL. (Motion 1212-0003)



- Board Composition
Discussed skill sets of directors (medical, lawyer) and how best to recruit the necessary individuals to the board. Suggested an information package that outlines roles, time commitment etc for board members and having this package available prior to the AGM for those who are interested.
ACTION ITEM 12.12.16: *Governance to further discuss and develop a recruitment strategy.*

9. Adjournment

The meeting was adjourned at 9:45pm.



APPENDIX A: Board of Director's Committees Dec 2016 – Nov 2017 AGM

Per Board Meeting December 12th, 2016 the below individuals will define the Committees of ASNL. Also listed are interested parties to the right of the Committee list. These are individuals who have expressed interest in an additional committee, should the need arise for additional support. Let's try this smaller committee approach and touch base in March.

Finance & Risk Management	
<i>Matt Dove (Chair)</i>	
Tony Jackman	
Shawna Matthews	Others Interested:
Suzanne Kenny	Patrick Martin
Alex Collins	Chad Perrin
Scott Crocker	

Programs & Services	
<i>Chad Perrin (Chair)</i>	
Carolyn Rideout	
Ed Byrne	
Suzanne Kenny	
Kendra Lane	
Scott Crocker	

Governance	
<i>Suzanne Kenny (Chair)</i>	
Kim Maher	Others Interested:
Patrick Martin	Tony Jackman
Mark La Costa	Shawna
Scott Crocker	

Advocacy & Communications	
<i>Kim Maher (Chair)</i>	
Angela Decker	
Colin Hodder	Others Interested:
Suzanne Kenny	Carolyn Rideout
Tess Hemeon	
Scott Crocker	

Executive & Strategic Planning Committee	
<i>Suzanne Kenny</i>	
Chad Perrin	
Kim Maher	
Matt Dove	
Scott Crocker	



All board meeting minutes must be ratified. Only minutes that are reviewed at the next board meeting and are signed by two (2) members of the board will be ratified.

Board Member #1

Board Member #2

Date

Date

