

Board of Director's Meeting

Monday, Sept 17, 2018

Attendance:

Kim Maher, President
Anthony Jackman, Vice-President
Matt Dove, Treasurer
Ed Byrne, Secretary, **Eastern Region**
Mark LaCosta, **Western Region**
Trudy Goold, **Self-Advocate**
Kimberly Maich, At Large
Patrick Martin, At Large
Carolyn Rideout, At Large

Angela Decker, At Large
Neala Quigley, At Large
Kendra Lane, Director of Operations
Scott Crocker, Chief Executive Officer
Shawna Matthews, At Large

Regrets:

Colin Hodder, At Large
Karen Flynn, **South Central (Acting)**

1. Call to Order

The meeting was called to order at 7:05 by President Kim Maher, when quorum was reached. 12 Directors were present for the meeting.

2. Adoption of Minutes: March 19, 2018

Moved by Trudy Goold, seconded by Carolyn Rideout; carried, that the minutes of March 19, 2018 BOD meeting be adopted (**Motion 0917-0001**).

3. Action Items Tracker: Progress Report

Item #10.02.16: Identified date should be 2017 and Status amended to read "Review Completed; see Governance Committee Report, Sept 17, 2018". Item #12.11.22: Identified date should read 2017.

4. Consent Agenda (Appendix A):

Moved by Matthew Dove, seconded by Trudy Goold; carried, that the Consent Agenda be adopted with the following addition to the Self-Advocate Report: Trudy is presenting to the Research Exchange Group on Autism on October 9th on 'Sensory Issues' (**Motion 0917-0002**).



5. New Business:

a. Financials

i. Audited Statement for Fiscal 2018, ended March 31st, was reviewed by Treasurer. Accepted and Approved for Recommendation for approval by membership at AGM 2018 on November 3rd.

ii. The CEO referenced three options for re-forecasting the Annual Budget, Fiscal 2019, if additional funding is not provided by government. He recommended not taking any cost-reduction measures until after the BOD and Government have finalized their respective responses to the Deloitte Report recommendations. Directors agreed.

iii. The CEO made three requests for expenditures from restricted funds:

1. \$55,000 from Restricted Capital Fund to comprise ASNL's share of the total \$316,250 cost of the 365 Greenhouse (\$275,000 including the 50% HST rebate).

Cost breakdown: 120,000 Trades NL Donation
75,000 ACOA
25,000 TCII
55,000 ASNL
\$275,000
20,625 (ASNL HST share – *rebated*)
20,625 (I&EE HST share)
\$316,250

Moved by Matthew Dove, seconded by Shawna Matthews; carried, that the expenditure come from the Restricted Capital Fund, as requested (**Motion 0917-0003**).

2. \$4,200 from Restricted Capital Fund to install French Drainage System on embankment overlooking the Market Gardens (west end).

Moved by Trudy Goold, seconded by Anthony Jackman; carried, that the expenditure come from the Restricted Capital Fund, as requested (**Motion 0917-0004**).

3. \$6,000 from newly created Internal Restricted Fund for Special Projects to comprise ASNL's share of the total \$40,000 cost of the MUN Research into Residential Options for Adults with ASD.

Cost breakdown: 22,000 Mitacs (Niraj Shukla)
10,000 Council for Exceptional Children (David Philpott/Glen Sheppard)
2,000 End Homelessness St. John's (Bruce Pearce)
6,000 ASNL
\$40,000

NOTE: Kimberly Maich abstained from this vote. Moved by Matthew Dove, seconded by Anthony Jackman; carried, that the expenditure come from the Internal Restricted Fund, as requested (**Motion 0917-0005**).



iv. The Governance Committee has recommended contracting a consultant in non-profit governance to review ASNL's present governance structure, compare it to other similar peer organizations in NL and Canada, develop a new governance model in consultation with Directors and Senior Management, and recommend it to the membership at AGM 2019 for adoption. The CEO was asked to draft a Request for Proposals to be circulated amongst a select group. Names of local invitees will be supplied by the Executive and Senior Management.

v. Discussion occurred around the 'working group' process for gathering feedback from Directors on the Deloitte recommendations. It was noted there was little engagement by most Directors, due to vacations and family reasons. A request was made that the Senior Management Response be circulated amongst Directors the next day.

The President highlighted recommendations upon which there is disagreement between Directors and Management:

1. Composition of Board: Directors want a fully elected board of 14 Directors; Senior Management wanted a combination of 10 elected (including 5 regional reps, 2 self-advocates, 3 At Large) and 4 appointed (skill sets, if lacking, such as Finance, Legal, etc.). The CEO indicated Management's preference has always been for a fully elected board of 14 Directors, that the recommendation was an attempt at reaching a compromise with some Directors who appeared to support a fully appointed board.
2. Collapsing of local boards and implementing Local Advisory Councils: Directors recommend we collapse local boards but are unsure about how regional advisory councils may work/function. It can be part of the Governance Review process. Senior Management recommended continuing with regional representation but also ending the present system and implementing Local Advisory Councils, chaired by the Regional Rep on the Board of Directors. Members would be appointed by consensus agreement between the BOD, Regional Rep, and Senior Management. It is agreed this can be included in the Governance Review process.
3. Directors seem unsure about the need for one dedicated Information Officer, based at headquarters but with a provincial mandate. It was suggested that perhaps Regional Staff can perform the navigation function 'in addition to' other present duties. Senior Management strongly believes in one dedicated Information Officer, based at headquarters, with a provincial mandate for providing navigation assistance to families, caregivers, professionals and adults with ASD. The person may or may not be a social worker. Regional staff are expected to grow their reach and engage communities much more, moving forward. It is most likely they will not have time to promptly respond to navigation concerns.
4. ASNL is a program and service provider. Directors believe direct service programs should be ramped down, but only when Government rolls out its Autism Action Plan, which will provide community and/or 3rd party programs currently offered by ASNL. Senior Management does not believe in ramping down direct service programs other than the one program that is not evidence-based – Social Thinking. Senior Management recommends all other programming be maintained and that any ramping down not be considered at all until suitable replacement programming is developed, implemented by government and can accommodate increased numbers of participants.
5. Senior Management is opposed to the notion of passing any control of its two social enterprises to private interests in the community. Directors are keen to explore the possibilities and want to issue an EOI and/or RFP with strict conditions to identify interest. The new Social Enterprise and Partnerships position would be specifically tasked with seeking input and partnerships with the local business community.



vi. The President detailed the action plan moving forward:

1. The President and Vice President will compile the Working Group Report, the Senior Management Report, and include individual feedback from Directors if received by Sept 19, 2018.
2. The President will circulate a Draft of ASNL's Response to the Deloitte Recommendations and invite feedback from Directors and Senior Management.
3. Changes, if needed, will be made and the Final Draft document presented for a vote of acceptance at a special meeting of the Board of Directors.
4. The approved document, with cover letter, will be sent to government by the October 5, 2018 deadline, requesting a meeting to discuss contents of the report.
5. The President will e-mail government to explain the delay in submission of the beyond the initial Sept 28th deadline given by government.

vii. It is believed the Autism Action Plan, being implemented over a 5-year period, will become public in the Fall of 2018. The ASNL Board of Directors was invited to choose a rep for the Autism Action Council – the President will be the organizational representative. If skill sets are needed at different meeting times, the CEO will be asked to choose a Management rep to attend.

viii. AGM 2018 occurs on Saturday, November 3rd, from 10:00am – 12:00 noon. Locations are Gushue Hall in St. John's; the ASNL office in Clarenville; the ASNL office in Grand Falls-Windsor; and Room AS 375 at Grenfell Campus in Corner Brook. The CEO is requesting feedback from Directors during the week of September 17-22 as to whether any Directors scheduled to continue their terms may not be returning. The purpose is to post an accurate request for candidates interested in seeking election to the Board.

Adjournment

The meeting adjourned at 9:45pm.

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

APPENDIX A

4. The Consent Agenda

a. Standing Reports

- i. President
- ii. Board Report to Membership, Q1
- iii. Chief Executive Officer
- iv. Self-Advocate Report (including national Updates)

b. Standing Committee Reports

- i. Advocacy & Community Engagement
- ii. Programs and Services
- iii. Finance & Risk Management (FARM)
- iv. Governance

