



**CommunityCare**  
NORTHUMBERLAND

## **Governance Committee Meeting**

<https://us02web.zoom.us/j/89918381789>

Meeting ID: 899 1838 1789

Passcode: 461450

**Friday, Feb. 17, 2023 – 9:00 am**

### **MEETING AGENDA**

<b>Welcome</b>	<b>Speaker:</b>	<b>Document:</b>
1. Quorum & Approval of Agenda	Elaine	Verbal
2. Approval of Previous Minutes – Dec. 2,2022	Elaine	Attached
3. Business Arising from Minutes		
3.1 Governance Terms of Reference	Tina	Verbal
3.2 Review Bylaws for ONCA (Ontario Not-for-Profit Corporations Act)	Trish	Verbal
4. New Business/Work Plan Items		
4.1 Nominating Committee Process	Trish	Verbal
4.2 Review Board Skillset Document	Elaine	Attached
5. Termination		

**Next Regular Meeting – Friday, March 31, 2023 – 9:00 am**  
**Zoom Meeting**  
**Moved Ahead due to Good Friday**

## Governance Committee Meeting Minutes Zoom Meeting – Friday, Feb.17, 2023 – 9:00 am

**Present:** Elaine Azzopardi, Jessica Clarke, Cindy Anthony, Stephen Beauchamp, Trish Baird, Tina Stephens

**Regrets:**

Topic	Discussion	Decision/Action
<b>1. Quorum &amp; Approval of Agenda</b>	There was a quorum present.	Motion by: Stephen Beauchamp to approve the agenda. Seconded: Cindy Anthony Carried.
<b>2. Approval of Minutes</b>	2.1 Approval of Previous Minutes – Dec. 2, 2022	Motion by: Cindy Anthony to approve the minutes of Dec. 2, 2022. Seconded: Stephen Beauchamp Carried.
<b>3. Business Arising</b>	<p>3.1 Governance Terms of Reference Tina confirmed that there was indeed duplication in a bullet point under Structures and Processes and it was removed from the TOR.</p> <p>3.2 Review of Bylaws for ONCA (Ontario Not-for-Profit Corporations Act). Trish reminded the Committee that the Board has until Oct. 2024 to ensure that CCN bylaws are in compliance with the new ONCA rules. After some discussion, it was decided that Trish will look for an appropriate lawyer who can ensure the bylaws are compliant. If ratification is necessary, this will have to be approved by the Board at the April meeting and then presented at the AGM in June.</p>	<p>For Information Purposes</p> <p>Trish will communicate via email with the Committee on progress.</p>
<b>4. New Business/Work Plan Items</b>	<p>4.1 Nominating Committee Process It is the Governance Committee responsibility to ensure a Nominating Committee has been formed to recruit and interview potential Board members. The committee felt having the Chair, Vice Chair and another Board member was sufficient. The committee also felt having a community member, which has happened the last 2 years, was beneficial. It was suggested that Trish update this process with Board Chair.</p>	Trish will connect with Jackie to discuss.

	<p>4.2 Review Board Skillset Document The Board member skillset matrix was reviewed, and the committee felt this document needed no changes. The Nominating Committee will review as well when interviewing potential Board Members.</p> <p>4.3 Stephen asked whether we are considering moving to more in-person meetings. Pros and cons of in-person vs virtual were discussed. The Committee felt it could be discussed at the next Board meeting.</p> <p>4.4 Tina pointed out that the next meeting will be moved to Friday, March 31, 2023 as April 7<sup>th</sup> is Good Friday.</p>	<p>For Information Purposes</p> <p>For Information Purposes</p> <p>For Information Purposes</p>
<p><b>6. Termination</b></p>		<p>Motion made by Jessica Clarke to Terminate.</p>

**Next Regular Meeting: March 31, 2023 – 9:00 am**