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Moved by M. Rudall; seconded by S. Collier.

THAT items a-d under the Consent Agenda be accepted as presented. CARRIED

2.0 PRESENTATIONS

2.1 Election of Officers and Committee Members

The Chair announced Expressions of Interest submitted for all officer and committee positions. Voting was conducted in instances where there were less directors needed than expressions of interest. Outcome of Board officer/committee membership is attached.

E. Keczem left the meeting after elections--6:35 pm

3.0 BUSINESS ARISING

3.1 AGM Continuation

- **Members of the Corporation Approval**

Discussion ensued re: how to manage the members list as far as active/inactive members, how to increase membership and communicate membership.

Moved by M. Rudall; seconded by C. May.

THAT issues relating to members of the corporation move to the Governance & Nominating Committee for consideration. CARRIED

4.0 STANDING ITEMS

4.1 Brentwood Foundation

- **Update on Process for Identifying/Confirming Spending of Donations Designated for Specific Purposes**

K. Davey indicated that Brentwood's software is set up so that funds can be tracked.

Over the last four years corporate legal counsel has been assisting with acquiring charity status from the CRA to be able to establish a new foundation. Mark Walton wanted a separate foundation for the fundraising and donation portion so monies are kept separate from the operating funds. This charity status is needed to be able to issue tax receipts. Charity House is the main corporation. It will take two years to move the lottery over.

Corporate legal counsel reported just receiving access to the CRA site. They will be resubmitting our application. The relationship with this legal counsel was discussed and it was decided that once the process is completed, Brentwood will either sever the relationship or at a minimum ask that this counsel's work be supervised.

5.0 COMMITTEE REPORTS

5.1 Finance & Audit Committee – Next meeting February 4, 2025

No update, no meetings held.

5.2 Governance and Nominating Committee Update

- **Request for Quote re: ONCA Bylaw Compliance Review**

As a result of the AGM elections, it was discovered that Brentwood's bylaws are not in compliance with ONCA. It was recognized that internal expertise to review bylaws for ONCA compliance was not sufficient and that legal professionals are needed.

A quote from Miller Thomsen who created the original bylaws has been received. The quote is estimated between \$5,000 to \$10,000 depending on the number of meetings required to review our bylaws for compliance with ONCA. This firm has an updated copy of the bylaws with the exception of the Borrowing bylaw which was passed last week.

Action: R. St.Denis to forward Borrowing By-law to Miller Thompson

Moved by M. Rudall; seconded by J. Santarossa.

THAT the bylaw review with Miller Thomsen be approved. CARRIED

Action: E. Dulmage to contact Miller Thompson to proceed with By-law review.

5.3 Fundraising Committee Update

- **Lottery 33**

There was a very good Dream Home lottery event on January 11 at Brentwood. There are some preliminary sales figures. Ticket sales were \$300,000 for the 50/50 and Dream Home lottery.

The Fundraising Committee met on January 6. The Committee will be meeting more frequently to create more events to fund the lottery shortfall. They are working on strategies to create more fundraising, e.g. community engagement event, a Father Paul fellow and bequest program.

R. Smith reported that the rumor on the floor is that the Dream House is not completed. The Board was updated.

5.4 Ad Hoc Strategic Planning Committee

- **Next meeting January 15, 2025 or TBD**

The January 15, 2025 meeting has been cancelled. The survey to alumni closes this week. The consultant team will be analyzing the results of all data received from staff, the board, alumni, community partners. It is believed that a preliminary report will be received mid-February followed by a summit with the organization.

5.5 Selection Committee (Executive Director Recruitment)

- **Search Company Quotes**

E. Dulmage reviewed the analysis of the three proposals received. The decision was that Logic was the preferred search company.

Moved by K. Roberts; seconded by A. Provost.

THAT Logic be selected as the search company. CARRIED

6.0 NEW BUSINESS

6.1 Board Orientation Manual

- Membership of Board of Directors, 2024-2025 (to be circulated)
- Board Committees (attached to these minutes)
- Content Review (new board members to review orientation manual)
- Board Meetings Calendar/Schedule (to be circulated)

In accordance with the bylaws Board members may submit agenda items to the Chair, Julie Santarossa, a minimum of 15 days prior to a Board meeting. For the benefit of new members it was announced that staff at Brentwood do not report to the board. E. Dulmage is the only staff person who reports to the board. Board members were directed not to approach staff directly. If they have questions for Administration they are to go through the Chair.

6.2 Accreditation

There is information in the board orientation manual about accreditation (purple tab). The Leadership team has been working on the standards and building evidence to support what is being done. Donna Ryan has been assisting with the process. She would like to meet with the board for an hour to discuss

the governance related items. The consensus of the board was to attend at 5 pm before the February 11 board meeting.

7.0 IN-CAMERA MEETING

The meeting moved to in-camera at 7:45 pm.

Moved by L. Lloyd-Dupuis; seconded by M. Rudall.

THAT the meeting move in-camera. CARRIED.

8.0 NEXT MEETINGS:

February 11, 2025 @ 5 pm (Accreditation Board Governance session with Donna Ryan)

February 11, 2025 @ 6 pm Regular Board Meeting

9.0 ADJOURNMENT at 8 pm.

Officers of the Board	
CHAIR	Julie Santarossa (Non-Alumni)
VICE-CHAIR	Allen Provost
TREASURER	Allen Provost
EX OFFICIO SECRETARY	Elizabeth Dulmage
EXECUTIVE DIRECTOR	Elizabeth Dulmage & Secretary of the Corporation
Executive Committee	
Per By-law 11.01 (a)-(g). Quorum: All members must be present. Minimum FIVE (5) elected directors, one being the Chair and the other a Non-Alumni Director	
BOARD CHAIR (Ex-officio Chair of the Committee)	Julie Santarossa (Non-Alumni)
VICE-CHAIR OF THE BOARD	Allen Provost
DIRECTOR	Scott Collier
DIRECTOR	Maureen Rudall (Non-Alumni)
DIRECTOR	Rob Smith
The Executive Director has the right of attendance but shall have no vote.	
Finance & Audit Committee	
Meets quarterly and at the call of the Committee Chair. Quorum: a majority of members present including at least ONE Non-Alumni Director. See below for required membership as per Committee Terms of Reference	
TREASURER of the Corporation (Committee Chair)	Allen Provost
CHAIR OF THE BOARD	Julie Santarossa (Non-Alumni)
VICE-CHAIR OF THE BOARD	Allen Provost
DIRECTOR	Linda Lloyd-Dupuis
DIRECTOR	Rob Smith
STAFF (DIRECTOR, FINANCE & OPERATIONS)	Kelly Davey
The Executive Director has the right of attendance but shall have no vote.	
Fundraising Committee	
Meets monthly and at the call of the Committee Chair. Quorum: majority (50%) of members including at least ONE Non-Alumni and TWO (2) Directors. Up to six additional members of the local community at large may be appointed by the Board of Directors. See below for required membership as per Committee Terms of Reference	
DIRECTOR (Committee Chair)	Scott Collier
VICE-CHAIR	Allen Provost
TREASURER	Allen Provost
DIRECTOR	Cheryl Chaney
DIRECTOR	Brooke Correia (Non-Alumni)
DIRECTOR	Rob Smith
MEMBER AT LARGE	TO BE RECRUITED
MEMBER AT LARGE	Sara Allen
MEMBER AT LARGE	Jeff Sylvestre (Addition April 2024)
MEMBER AT LARGE	Dave MacLeod

MEMBER AT LARGE	Ryan Mills
MEMBER AT LARGE	TO BE RECRUITED
STAFF (FUNDRAISING SPECIALIST)	Paul McCann
The Executive Director has the right of attendance but shall not have a vote. The Director Fund Development and Community Engagement will attend meetings but shall not have a vote.	
Governance & Nominating Committee Members	
Meets quarterly and at the call of the Committee Chair. Quorum: a majority of members present including at least THREE (3) Directors at least one of whom is a Non-Alumni Director. See below for required membership as per Committee Terms of Reference	
CHAIR OF THE BOARD (Committee Chair)	Julie Santarossa (Non-Alumni)
VICE-CHAIR	Allen Provost
DIRECTOR	Rick Pilon
DIRECTOR	Karen Roberts
DIRECTOR	Maureen Rudall (Non-Alumni)
The Executive Director has the right of attendance but shall have no vote.	
Strategic Planning Committee (Ad Hoc Committee)	
Meets monthly and at the call of the Committee Chair. Quorum: A majority of the members including at least ONE Non-alumni member.	
CHAIR OF THE BOARD	Julie Santarossa (Non-Alumni)
VICE-CHAIR OF THE BOARD	Allen Provost
DIRECTOR	Patrick Kolowicz (Non-Alumni)
DIRECTOR	Rick Pilon
DIRECTOR	Maureen Rudall (Non-Alumni)
CONSULTANT	Maria Sanchez-Keane
The Executive Director has the right of attendance but shall have no vote.	
Executive Director Search Committee	
Frequency of meetings to be determined by committee as needed. As per Governance Policy 15, paragraph 15.2 sets out a minimum of 5 elected directors, one of whom shall be the Chair of the Board and one of whom shall be a Non-Alumni director. Quorum: A majority of the members including at least ONE Non- alumni member.	
CHAIR OF THE BOARD	Julie Santarossa (Non-Alumni)
DIRECTOR	Scott Collier
DIRECTOR	Ervin Koczera ()withdrew, now-Vacant)
DIRECTOR	Cari May
DIRECTOR	Maureen Rudall (Non-Alumni)
CONSULTANT	Jennifer Charron, President Logic Executive Search and Workplace Solutions Inc.
The Executive Director has the right of attendance but shall have no vote.	