



Board of Directors Meeting
September 20, 2017
Whitby Public Library, Meeting Room 2
6:00 p.m.

Note new meeting location

Welcome, call meeting to order:

YES	NO	
<input type="checkbox"/>	<input type="checkbox"/>	Quorum
<input type="checkbox"/>	<input type="checkbox"/>	Regrets
<input type="checkbox"/>	<input type="checkbox"/>	Additions to agenda
<input type="checkbox"/>	<input type="checkbox"/>	Approval of agenda
<input type="checkbox"/>	<input type="checkbox"/>	Approval of Minutes, June 21, 2017
<input type="checkbox"/>	<input type="checkbox"/>	Conflict of interest declaration

1. Welcome Lorna
2. Business Arising
 - 2.1 Bylaw Update David
 - 2.2 Board Recruitment Update Lindsay
 - 2.3 Board Orientation Heather
 - 2.4 Board Work plan Lorna
 - 2.5 Strategic Plan Heather
3. Sponsor Report Heather
4. Finance Dennis
 - First Quarter Finance Report
 - Additional revenue
5. Projects Heather
 - 5.1 LEPC deliverables – general overview, focus on Workforce Survey and Durham Under 30
 - 5.2 Trillium Project
 - 5.3 Other grants
 - 5.4 Community Labour Market Plan (CLMP)
6. Adjournment

Next Meeting:

BOARD MEETING MINUTES
Annual General Meeting
 June 21, 2017
Whitby Public Library, Meeting Room Two
SUMMARY OF RECOMMENDATIONS AND REQUIRED ACTIONS

Attendees: Michel Boileau, Lorna Weston-Smyth, David Thomas, Dennis Croft, Kasia Chojecki

Regrets: Stacey Ritchie, Lindsay Coolidge, Brian Caicco

Staff: Heather McMillan, Paige Marlow

Guests: Laura Wilson (Partner at Collins Barrow Durham)

Meeting commenced at 6:23pm

<u>Yes</u>	<u>No</u>	
X		Quorum
X		Regrets, see above
	X	Additions to Agenda
X		Approval of April 26, 2017 Board of Director Minutes
	X	Conflict of Interest

No.	Agenda Item	Responsible	Discussion	Action/Follow Up
1	Welcome and Introductions	Lorna Weston-Smyth	Lorna welcomed everyone to the meeting.	
2	Approval of Agenda	Lorna Weston-Smyth	Agenda order changed, to allow 2017 Annual Audit Presentation to occur as the first item of business following the approval of the agenda, and approval of the minutes from the previous Board of Directors meeting. Dennis Croft accept the approval amended agenda.	

			<p>Michel Boileau seconded the approval amended agenda.</p> <p>Agenda approved</p>	
3	Approval of Minutes	Lorna Weston-Smyth	<p>Kasia Chojecki requested to be added to the April 26, 2017 minutes.</p> <p>Approval of the minutes deferred to next meeting.</p>	DWA Staff to add the approval of April 26, 2017 to the September agenda.
4	Finance 2017 Annual Audit Report	Dennis Croft	<p>Laura Wilson from Collins Barrow Durham provided an overview of the Audit from the 2015 – 2016 Financial Statements. Issues a clean audit opinion with no material missteps.</p> <p>Dennis Croft motioned to accept the Auditors Report</p> <p>Michel Boileau seconded the motion accept the Auditors Report</p> <p>Auditors Report accepted.</p> <p>Dennis Croft motioned to appoint Collins Barrow Durham as the Auditors for the 2017 – 2018 fiscal year.</p>	

			<p>David Thomas seconded the motion to appoint Collins Barrow Durham as the Auditors for the 2017 – 2017 fiscal year.</p> <p>Collins Barrow Durham appointed as the DWA Auditors for the 2017 – 2018 fiscal year.</p>	
6	<p>Business Arising</p> <p>By Laws</p> <p>DWA Strategic Plan</p>	<p>David Thomas</p> <p>Heather McMillan</p>	<p>By Laws were discussed and an updated version will be placed on the Director’s Lounge for Board Members to review.</p> <p>Board Members in attendance decide to defer the remainder of the update to the by laws and to Tom Little to obtain assistance.</p> <p>Heather has been reviewing the Strategic Plan and is arranging key informant interviews, key informant focus groups and a half day session with Board Members to complete the update.</p>	<p>DWA Staff to update by laws based on discussion at the board meeting and place on Director’s Lounge.</p> <p>Heather McMillan to contact Tom Little about retaining services to assist with by law review</p> <p>Heather McMillan to place updated DRAFT copy on the Director’s Lounge for review and discussion.</p>
5	Sponsor Report	MAESD	MAESD not present.	
8	Additional Items			

	Board Member Recruitment	Heather McMillan	Discussion around the imminent need to recruit Board Members. Heather has a list of potential Board Members. Interviews need to be scheduled so new Board Members can be orientated as soon as possible.	Heather McMillan to provide list to Board of Directors. Board of Directors to arrange interviews with prospective Board Members.
	Board Workplan	Heather McMillan	Heather has drafted a Board Workplan, it will go up on the Director's Lounge once Lorna has had the opportunity to go through it with Heather.	Heather McMillan and Lorna Weston-Smyth to review the Board Workplan.
	Finance Policies	Heather McMillan and Dennis Croft	DWA Financial Policies need to be updated and revised to reflect the current practices.	Heather McMillan and Dennis Croft to meet to review policies and will bring draft to the Board at a future meeting.
10	Adjournment	Lorna Weston-Smyth	Meeting adjourned at 8:23pm.	

Next Board of Directors Meeting: Wednesday June 15, 2017, Whitby Public Library

Minutes Reviewed By:

<i>Chair</i>	
<i>Date</i>	<i>Date</i>



BOARD MEETING MINUTES

April 26, 2017-05-10

Whitby Centennial Building, McKay Room

SUMMARY OF RECOMMENDATIONS AND REQUIRED ACTIONS

Attendees: Lindsay Coolidge, Stacey Ritchie, Michel Boileau, Lorna Weston-Smyth, Kasia Chojecki

Regrets: Brian Caicco, Dennis Croft, David Thomas

Staff: Heather McMillan, Paige Marlow

Meeting commenced at 6:18pm

<u>Yes</u>	<u>No</u>	
X		Quorum
X		Regrets, see above
	X	Additions to Agenda
X		Approval of February 18, 2017 Board of Director Minutes
	X	Conflict of Interest

No.	Agenda Item	Responsible	Discussion	Action/Follow Up
1	Welcome and Introductions	Lorna Weston-Smyth	Lorna welcomed everyone to the meeting.	
2	Approval of Agenda	Lorna Weston-Smyth	Agenda approved	
3	Approval of Minutes	Lorna Weston-Smyth	Minutes approved	

			Moving forward Heather will provide an update on MAESD based on communication in between meetings	MAESD when they unable to attend meetings
6	Finance Budget Performance Report	Dennis Croft (Heather McMillan provided an update on his behalf)	<p>Quarterly reports will begin in 2017 – 2018, however, monthly BPRs will still be available on the Director’s Lounge.</p> <p>Examples of fluctuations in costs were discussed (i.e., Employment Ontario videos – having to produce bilingual AODA compliant videos resulted in deliverable being over budget)</p> <p>Audit is scheduled to begin May 8th with the same auditors as last year.</p>	
7	LEPC Update Status of Phase One Deliverables Business Plan Milestones	Heather McMillan Heather McMillan	<p>Most reports are currently off for translation and desktop publishing. App has been soft launched with additional marketing forthcoming. Formal launch of deliverables will be in June.</p> <p>Business plan revisions have taken place since 2016 – 2017, this year it is a business planning process as opposed to a strategic planning process. The Business Plan will do with tweaks from MAESD on May 5th and new contract will begin on/about June 1st. The Community</p>	

	Phase Two Deliverables	Heather McMillan	Labour Market Plan (CLMP) will now be due in February.	
	June Report Event	Heather McMillan	See Deliverables List available on Director's Lounge. June 7 th will be the Community Launch Event, invitation to go out imminently. It will be held in the Centennial Building in Whitby.	Heather to put Deliverables List on the Director's Lounge. Staff to add break to the agenda.
8	Metcalf Fellowship Update	Heather McMillan	Focus is on service coordination and engagement for employers with the desire to reduce touch and enhance engagement. Draft report has been written. Initial draft presentation is May 15 th with the June 1 st launch event.	
9	DWA Strategic Plan	Lorna Weston-Smyth	2012 Strategic Plan is done this year, so there is a need to reengage in strategic planning this year. Final update will be presented in December with intersections before then (likely in September and October), there may be a half day planning session. More details will follow and will be presented with the Board workplan.	Board will receive workplan in June, after it has been reviewed by Lorna. Heather will PDF her workplan and put it on the Director's Lounge.
10	Adjournment	Lorna Weston-Smyth	Meeting adjourned at 8:26pm.	

Next Board of Directors Meeting: Wednesday June 15, 2017, Whitby Public Library

Minutes Reviewed By:

<i>Chair</i>	
<i>Date</i>	<i>Date</i>

DRAFT



Durham Workforce Authority By-Laws

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SECTION I DEFINITIONS AND INTERPRETATIONS

1.1 Definitions and Interpretations

“Act” means the Not-for-Profit Corporations Act, Ontario R.S.O., 2010, together with regulations made pursuant thereto, and any statute and regulations that may be substituted therefore, as amended from time to time.

“Ad hoc Committee” means a temporary committee established to address designated tasks under Board direction, and will remain established until the designated tasks are completed or the specific issue is resolved, but shall not exist for longer than two (2) years from the date of establishment.

“Articles” mean the Articles of Incorporation of the Corporation as amended or restricted from time to time.

“Board” means the Board of Directors of the Durham Workforce Authority.

“By-laws” means these by-laws and all other by-laws of the Corporation from time to time in force and effect.

“Consensus” means general agreement of Directors on matters coming before all meetings of the Board, or its committees for decision. General agreement shall be determined by the Chair and declared accordingly.

“Corporation” means the Durham Region Local Training Board, acting as Durham Workforce Authority.

“Director” means one member of the Board of Directors of the Corporation.

“Ex-Officio” means a non-voting member of the Board of Directors.

“Local Board” means a Board established under subsection 18(l) of the Ontario Training and Adjustment Act, 1993.

“Membership” of the Corporation shall consist of the current directors. The inaugural members shall be the applicants listed on the Articles of Incorporation. The membership is individuals representative of article 3.1 (B) who also represent the sectors described.

representative of article 3(1)(B) who also represent the sectors described.

“Observer” means a representative who attends Board business on behalf of any Director with a disability when that Director is absent or unable to perform the duties of the Director as a result of the disability. The observer does not have the powers and duties attached to a Director.

“Officers” mean the Directors appointed to the positions of Chair, Vice-Chair, Secretary-Treasurer or any other official with specific authority, and/or delegate powers or duties.

“President” will act as the Chair.

“Sponsor” means the Ministry of Training, Colleges and Universities or its successor.

“Standing Committee” means a sub-committee of Directors with a defined mandate and is established to deal with issues that do not have a finite time span.

“Voting Director” means a Director of the Corporation entitled to one (1) vote at all meetings of the Directors of the Corporation.

1.1 “Voting Director” means a Director of the Corporation entitled to one (1) vote at all meetings of the Directors of the Corporation.

Numbering has been changed

1.2 Words used in the by-laws have ordinary meanings unless a word has been given a particular meaning in subsection 1.1.

1.3 Words importing number include the singular and the plural, and words importing gender include the feminine, masculine or neuter as the context requires.

1.4 These by-laws are to govern the Board in its deliberations in accordance with the purposes of the Not-for-Profit Corporations Act, 2010. In the event of an inconsistency, the guidelines of the sponsor, and the provisions of the Not-for-Profit Corporations Act, will govern.

1.5 The Corporation will have and maintain policies and guidelines to assist in the operation and activities of the Corporation in addition to a Code of Ethics which shall be adhered to. Operational Policies and Procedures are determined by the Executive Director and Board Policies and Procedures are determined by the Board of Directors.

SECTION II ADMINISTRATION AND FINANCE

2.1 Corporate Seal

The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt.

2.2 Head Office

The Head Office of the Corporation shall be in the Region of Durham in the Province of Ontario at such place therein as the Board may from time to time by resolution determine.

2.3 Financial Year

The Corporation fiscal year begins April 1 in each year and ends March 31 in the following year. The Board may from time to time by resolution change the financial year-end of the Corporation, with the approval of the Sponsor.

2.4 Remuneration

Directors shall receive no remuneration for their services provided that Directors may be reimbursed for acceptable out-of-pocket expenses related to their duties as Directors in

accordance with the guidelines and directives developed by the Board, which are in line with the Sponsor's directives.

2.5 **Financial Institution**

- a) The Corporation may select a single financial institution and create one or more accounts and pass resolutions necessary for the Corporation's banking functions. The Corporation may delegate the Corporation's banking function to officers/employees by resolution necessary to establish the banking functions.
- b) Cheques and other withdrawals may only be made under two (2) signatures, one of which must be a signing Officer of the Board.
- c) **The primary signatures should be done in the order of Treasurer, Secretary and President.**
- d) Any cheque made out to the Executive Director requires 2 signing officers of the Board.

2.6 **Delegation of Power of Duties**

By resolution, the Board may temporarily delegate a specific power or duty of the Board to any Officer or Officers.

2.7 **Accounting Procedures**

Financial and accounting procedures by the Corporation will follow generally accepted accounting principles in a manner consistent with sound business practices. In addition, the financial procedures will be done in accordance with any federal or regulatory bodies such as Corporation Canada or the Canadian Revenue Agency.

The company will have an audit conducted annually.

The corporation will have an audit conducted annually.

2.8 **Borrowing of Money**

From time to time the Corporation, when deemed necessary, may authorize by resolution of the Board the borrowing of money or the establishment of a line of credit for current operating expenses.

SECTION III DIRECTORS AND OFFICERS

3.1 **Composition of Board and Number of Directors**

- a) Directors shall be a maximum of fourteen (12) and a minimum of nine (9) members in number.

Directors shall be a maximum of twelve (12) and a minimum of seven (7) members in number.

- b) The composition of the Board of Directors shall reflect the diversity of the Region of Durham and include representation from business, labour, education and training, as well as diversity interest groups. The interests of agricultural and rural community groups should also be considered. Finally, voting directors will be recognized as possessing those skills necessary for the board to deliver its mandate.

- c) When possible, the Board will include ex-officio representatives from the Ministry of Training, Colleges, and Universities as well as the Region of Durham's Economic Development department.

3.2. Director Recruitment and Appointment

- a) When deemed appropriate the Human Resources and Director Recruitment Committee may consult with community organizations that represent an above mentioned (see 3.1 b) segment of the labour market for recruitment purposes. Directors shall be those individuals nominated by the HR and Director Recruitment Committee, in accordance with Sections 3.1 and 3.3, and approved by the Board of Directors.
- b) Any nomination to the Board will be submitted to the HR and Director Recruitment Committee for review. After completing recruitment processes, the HR and Director Recruitment Committee Chair will present a new member nomination to the General Board for voting approval.

3.3 Qualifications

- a) A Director shall:
 - i) be a Canadian citizen or landed immigrant,
 - ii) be eighteen (18) years of age or older,
 - iii) be a permanent resident of the area served by the Corporation, or must be employed within the area served by the Corporation, and
 - iv) cannot be an undischarged bankrupt and;
 - v) shall reflect an area of expertise required to govern the Corporation as defined by the Human Resources and Director Recruitment Committee.

3.4 Officer Nominations

- a) The Officers of the Board shall consist of the President, also being the Chair, the Vice Chair and the Secretary Treasurer. These positions will be elected from within the Board (see section 4.7). Any director may volunteer in advance for an Officer position however.
- b) Directors will be notified in advance of any General Board meetings where voting on Executive Officer positions will take place.
- c) Elections will take place via a secret ballot. Ballots will be collected by a Director not currently nominated for an Officer position.

3.5 Failure to Appoint

Failure to nominate or appoint any member of the Board does not make invalid the appointment of any other Director or the transaction of any business by the Corporation.

3.6 Terms

Directors

- a) The term of office for Board Directors shall be two (2) years. No Director shall serve more than two (2) consecutive terms. All Directors will be required to stand for election on expiry of their term in December. New Directors who join (first meeting) in the first 6 months of any year will serve that calendar year plus one more calendar year as their first term. New Directors who join in the last 6 months of any year will be asked to serve an initial term consisting of the balance of that calendar year plus the following two year calendar period.

Officers

- b) The term of office for Chair, Vice-Chair, and Secretary/Treasurer shall be (1) year. Officers of the Board shall meet at least quarterly.

In the event that a director is elected to fill an unanticipated vacancy as an Officer of the Board, such Director shall serve only the unexpired portion of the calendar year.

3.7 Duties

3.7.1 Directors

- a) Directors have the responsibility to represent the mission and vision of the Board in the community. Directors of the Corporation are required to act in accordance with the statutory requirements, contractual agreements with the Sponsor, and the objectives of the Corporation.
- b) Directors are required to maintain regular attendance at Board meetings.
- c) It is the responsibility of each Director to be aware of and observe in their entirety the Corporation's By-Laws as well as any codes, policies, guidelines or rules and regulations of the Corporation.

3.7.2 Chair

- a) The Chair of the Board shall, when present, preside at all meetings of the Board. The Chair shall lead Board development, ensure that all Board decisions are recorded in the minutes, signed and certified correct, and perform other duties that are consistent with the mandate of the Board. An annual performance review of the Executive Director shall be the purview of the Chair of the Board.

In the absence of the Chair of the Board at a meeting of the Board, Vice-Chair shall preside and in the absence of both the Chair and the Vice-Chair, the Secretary-Treasurer or a Member At Large present, shall be chair of the meeting.

3.7.3 Secretary

- a) The Secretary-Treasurer will be responsible for the following:
 - i) maintenance of minutes of all meetings of the Board
 - (ii) copies of its Letters Patent and Supplementary Letters Patent
 - (iii) by-laws and resolutions and;

(iv) a complete register in alphabetical order of its Board of Directors.

In addition, the Secretary ensures the completeness of legal documentation. These records must be kept at head office and must be available for inspection during business hours.

3.74 Treasurer

a) The Treasurer shall monitor for financial policy adherence and integrity. Through Annual Audit and quarterly management reviews, the Treasurer will monitor for accurate books of account, withdrawal procedures and accounting records. These records must be kept at head office and must be available for inspection during business hours.

3.7.4 Ex-Officio Members of the Board

- a) A representative from the Ministry of Training, Colleges, and Universities as well as a representative from the Region of Durham's Economic Development department shall provide the Board with information relevant to its ongoing operations and mandate.
- a) A representative from the Ministry of Training, Colleges, and Universities as well as a representative from the Region of Durham's Economic Development department shall provide the board with information on its ongoing operation and mandate.

A representative from the Ministry of Training, Colleges, and Universities as well as a representative from the Region of Durham's Economic Development department would be invited to update the Board as needed.

3.8 Powers and Functions of the Board

- a) Directors are required to act in accordance with the Not-for-Profit Corporations Act, 2010 and its regulations, any contractual agreements, and these by-laws. The Board shall manage the

property and business of the Corporation and shall have all the powers required for that purpose, including, but without limiting the generality of the foregoing, the power and responsibility to annually review and:

- i) establish, terminate, and/or maintain committees of the Corporation, including their terms of reference, membership and the appointment of the chairpersons for such committees;
- ii) approve and amend budgets;
- iii) set financial controls;
- iv) set legal controls
- v) approve projects, detail objectives, monitor activities of the Corporation;
- vi) fix the remuneration and terms of employment of employees of the Corporation, including their responsibilities and authorities;
- vii) set short and long term goals and objectives and develop strategic plans; and
- viii) establish policies and;
- ix) hire, terminate, and conduct ongoing performance assessments of the Executive Director.

3.9 Vacancy of Office

- a) Only Directors of the Corporation may remove Directors from the Board. Removal of Directors shall be for reasons of:
 - i) persistent absenteeism from Board of Directors and committee meetings;
 - ii) serious breach of Director's duty, code of ethics, or conflict of interest; or
 - iii) undischarged bankruptcy
 - iv) any reason deemed necessary by majority vote of the Board
- b) The Chair will notify a director by letter of his or her duties and pending removal from the Board. Opportunities for reconsideration will be provided via a scheduled meeting with the Officers of the Board.
- c) Any Director may resign from the Durham Workforce Authority by sending notice to the Chair at the head office of the Board.
- d) Any vacancy on the Board should be filled as soon as reasonably possible, and until a replacement is nominated, the remaining Directors may continue to exercise their powers as long as a quorum exists.

SECTION IV MEETINGS, MOTIONS, AND VOTING

4.1 Director Meetings

- a) In addition to the annual meeting of the general public, Directors' meetings shall be held at

least quarterly. By consensus, the Directors may hold meetings by telephone, electronic or other telecommunication facilities to permit all persons participating to communicate with each other simultaneously and instantly.

- b) A minimum of two (2) days notice, fixing the time, date and place of the meeting is required. Notice of any meeting where special business will be transacted should contain sufficient information to permit the Director to form a reasoned judgment on the decision to be taken.
- c) The accidental omission to give any notice to any Director, or the non-receipt of any notice by any Director, or any error in any notice not affecting the substance of the notice, should not invalidate any action at any meeting held pursuant to such notice.

4.2 **Calling of Special Board Meetings**

The Chair or any three (3) Directors may call a special Board meeting at any time. A minimum of two (2) days notice is required.

4.3 **Annual General Meetings**

The annual general meeting of the public shall be held on a date and a place in the Region of Durham, in the Province of Ontario, to be decided by the Board, not more than eight (8) months after the Corporation's fiscal year end. Annual general meetings shall be open to the general public of the Local Board area.

The annual general meeting of the public shall be held on a date and a place in the Region of Durham, in the Province of Ontario, to be decided by the Board, not more than four (4) months after the Corporation's fiscal year end. Annual general meetings shall be open to the general public of the Local Board area.

Reduced 8 months to four months.

- b) At every annual general meeting of the public, in addition to any other business that may be transacted, the report of the Board, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The Board may consider and transact any business, either special or general, at any meeting of the general public.

Public notice of an annual meeting shall be provided to the general public in the Board area with not less than thirty (30) days notice.

~~Public notice of an annual meeting shall be provided to the general public in the Board area with not less than thirty (30) days notice.~~

Above text to be deleted, the Board is the membership.

4.4 **In Camera Meetings**

Upon request, any Director may seek an in-camera discussion at a general Board meeting. This request should be presented to the Chair for review and addition to the agenda in advance of the meeting.

4.5 **Decision-Making**

At all meetings of the Board, it is expected that for most issues, the Board will operate by way of consensus. For significant matters, any director may introduce a motion and a vote will ultimately occur on the matter. A decision on the matter will be passed in accordance with Section 4.7. Issues that require a resolution vote by the Board include, but are not limited to:

- i) Financial variances exceeding \$2,000.00
- ii) Tendered contracts and legal commitments in excess of \$20, 000.00
- iii) Legal issues
- iv) Nominations to the Board
- v) Election of Board Members
- vi) Elections of Officers of the Board
- vii) Dissolution of the Board

4.6 **Motions**

- a) A Director may make a formal motion on any relevant issue at the beginning of the meeting, at the end of discussion of a scheduled item, or under other or new business at the end of the meeting. The Chair may decide on the timing of presentation, discussion and decision-making on the Directors' motion. Depending on the time available and the relevancy of the issue, the Chair may decide to proceed under a scheduled item, or under other or new business, or defer the motion to be added as a scheduled item to the agenda of the next meeting.
- b) In order to make an informed decision on a motion, or if a majority vote (50% +1 of directors present) cannot be achieved, the Board may choose any one of, or a combination of, the following:
 - i) have the Chair review the issue to try and redefine the goal of the deliberation;
 - ii) form an ad hoc committee to explore the issue
 - iii) have an ad hoc group formed from outside the Board to conduct consultation, fact-finding, and evaluation of the issue. An ad hoc group makes recommendations to the Board. No Director is required to participate in an ad hoc group but a former or retired Director and any expert may participate.

4.7 **Voting**

- a) Quorum (50% of all directors) is necessary for all issues requiring a vote.
- b) If a quorum is present at the beginning of a meeting, the meeting may continue despite the fact that a quorum may not be present due to declared conflicts of interest.
- c) A Director is not permitted to be represented by proxy for purposes of voting or for any other purposes. Any Director declaring themselves to have a disability may choose to be represented by an Observer. A Director unavoidably absent, participating by speaker phone, will be considered present.
- e) Issues requiring a vote shall be defeated unless supported by a simple majority (50% + 1 of all directors present).
- d) Issues requiring a vote shall be defeated unless supported by a simple majority (50% + 1 of all directors present).

In the case of a tie, the Chair will make the final decision.

Addition.

On all other matters of procedure not mentioned in these by-laws, Roberts' Rules of Order shall be referred to, with necessary modifications to reflect the principle of consensus.

SECTION V COMMITTEES

5.1 Standing Committees

Standing Committees allow Directors to gain a better understanding of key areas of board responsibility. Standing Committees address a specific mandate or task and provide recommendations to the general Board. Any Director may express an interest to join or retire from a Standing Committee to the Chair of the respective committee. Committee membership, including the position of Committee Chair, will be determined through mutual consultation with directors and officers of the board. Non-board persons, being volunteers-at-large, may provide recommendations as advisory participants. The following are guidelines for establishing a Standing Committee of the Board:

- Three to four board members per committee (including the committee Chair)
- Maximum of two committees per director
- Non-board volunteers as members of the committee
- Chair reports on committee's work at each board meeting

Standing Committees shall include, but not be limited to, the following: Human Resources and Director Recruitment Committee, the By-Law and Policy Review Committee, the Director Development Committee, the Finance Committee and the Strategic Planning Committee. The mandates of each of the following Standing Committees shall be as follows:

a) The Human Resources and Director Recruitment Committee:

- i) Prepares and recommends human resources policies;
- ii) Ensures that human resource policies are reviewed on a regular basis;
- iii) Prepares job postings and conducts job interviews for full time employment positions with the Board;

~~Prepares job postings and conducts job interviews for full time employment positions with the Board;~~

This is the executive director responsibility.

- iv) Prepares volunteer postings and completes other outreach efforts to ensure that the Board has sufficient strength and expertise to fulfill its obligations and achieve its objectives; and

- v) Interviews prospective directors and makes nomination recommendations to the general board.

Interviews prospective directors and makes nomination recommendations to the general board.

- vi) Interview prospective directors and makes nomination recommendations to the general board.

Interview prospective directors and makes nomination recommendations to the Chair, Vice Chair, Secretary and Treasurer.

b) The By-Law and Policy Review Committee:

- i) Ensures that By-Laws and policies are reviewed on a regular basis;
- ii) Ensures that the Board has an appropriate corporate governance system in place and;
- iii) Develops policies that support and promote the Board's vision and mandate.

c) The Director Development Committee:

Director Development Committee:

- i) Ensures that new directors receive an orientation to Board By-Laws and Policies;
- ii) Guides director development by sharing and coordinating relevant training opportunities and;
- iii) Coordinates a bi-annual retreat which incorporates development or training opportunities.

Coordinates a bi-annual retreat which incorporates development or training opportunities and includes participation from the Chair and Vice Chair.

f) The Strategic Planning Committee:

- i) Ensures that the Corporation develops and maintains a strategic plan which responds to the regional needs of the local Board area;
- ii) Identifies and responds to current and emerging local labour market issues which impact upon businesses and organizations in the area and;
- iii) Ensures that activities and projects, where possible, promote training and skills upgrading to various segments of the population including youth, new Canadians, the underemployed, persons with disabilities, as well as the public in general.

e) The Strategic Planning Committee:

SECTION DELETED

d) The Finance Committee

- i) Consists of Officers of Board and one Director-at-Large;
- ii) Considers the financial position of the Board;
- iii) Prepares a budget in consultation with the Executive Director and Secretary-Treasurer;

- iv) Acts as the audit committee for the Corporation and;
- v) Meets at least semi-annually.

The Board may from time to time prescribe additional and/or more specific duties for each of the foregoing Standing Committees to further their mandates.

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The Board may from time to time prescribe additional and/or more specific duties for each of the foregoing Standing Committees to further their mandates or may appoint Ad hoc committees as required.

SECTION VI AUDITORS

6.1 Appointment

The voting Directors shall, at each annual general meeting, appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual general meeting. The auditor shall hold office until the next annual general meeting provided that the Corporation may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

6.2 Auditor General and Provincial Auditor

The Auditor of the Corporation, the Secretary/Treasurer, and Corporation staff shall, on request, cooperate fully with the Auditor General of Canada and the Provincial Auditor in respect of scrutiny of the financial affairs of the Corporation.

SECTION VII AMENDMENT OF THE BY-LAWS

7.1 Amendment of the By-Laws

The by-laws of the Corporation, not embodied in the Articles of Incorporation, may be repealed or amended, enacted, and sanctioned by the Directors. The by-laws may be repealed or amended at any regular meeting of the Board, provided that members of the Board receive twenty-one (21) days advance notice regarding any proposed amendments. Changes to the by-laws must be sanctioned by a simple majority vote (50% +1 of directors present).

SECTION VIII EXECUTION OF INSTRUMENTS

8.1 Execution of Instruments

- a) Deeds, transfers, assignments, contracts, obligations, and other instruments in writing, requiring the signature of the Corporation, may be signed on behalf of the Corporation by any two of:

- i) the Chair
 - ii) Vice Chair
 - iii) Secretary
Treasurer
- b) Upon designation by the Board, contracts, obligations, certificates, cheques and other instruments to be executed by the Corporation in the normal course of business, and not exceeding in value an amount to be fixed by the Board, may be signed on behalf of the Corporation by the person so designated.

SECTION IX INDEMNIFICATION OF DIRECTORS

9.1 Indemnification of Directors

- a) Directors exercising due care in the management of the Corporation, and lawfully performing their duties on behalf of the Corporation, are not personally liable.
- b) The Corporation indemnifies the Directors for all costs and expenses for a claim against a Director, except liability incurred due to wilful neglect or default. Indemnification is against:
 - i) all cost and expenses incurred in any legal proceedings brought against a Director, in respect of anything done by him/her in the lawful execution of his/her duties; and
 - ii) all other costs and expenses incurred in relation to the authorized affairs of the Corporation, except those that are occasioned by the neglect or default of the Director.

SECTION X CODE OF ETHICS

10.1 Purpose

A Code of Ethics has been developed for the Durham Workforce Authority. All Directors are required to sign the Durham Workforce Authority Code of Ethics upon becoming a director.

A Code of Ethics has been developed for the Durham Workforce Authority. All Directors are required to sign the Durham Workforce Authority Code of Ethics upon becoming a Director.

Capitalized Director

10.2 Remuneration

All Board Directors are regarded as volunteer and so receive no personal remuneration from the Corporation for the time and effort they contribute to Corporation's activities, except where approved by the Board of Directors before such expenditure is incurred. A Director, shall not receive any direct financial compensation for services he/she provides to the community on behalf of the Corporation in his/her capacity as a Director, this includes any remuneration to another individual and/or organization that is not arms length from the Director in question.

SECTION XI CONFLICT OF INTEREST

11.1 Conflict of Interest Types and Procedures

A conflict of interest situation arises when the private interest of a Director influences or may be seen to influence his/her decision-making on Board matters. The provisions of the *Municipal Conflict of Interest Act* (Ontario) shall be applied, with any necessary modifications, in determining all questions relating to conflict of interest. Directors must be aware of and follow steps to avoid the following three types of conflict of interest situations:

- a) a **real** conflict of interest situation, which occurs when a Director is in a position to personally benefit through a decision-making situation and he/she continues to participate in that situation.
- b) a **potential** conflict of interest situation which arises when a Director is in a position of real conflict of interest but has not yet participated in the decision-making.
- c) an **apparent** conflict of interest situation, which arises when it appears a Director, is in real or potential conflict of interest situation.

11.2 Conflict of Interest Procedure

When a conflict of interest has been disclosed by the Chair, the Director so held to be in a conflict of interest situation shall:

- a) withdraw from the room during the part of the meeting during which the matter placing the Director in a conflict of interest situation is considered, either as a subject for discussion or vote, and;
- b) refrain from influencing or attempting to influence, in any way whatsoever, the decision-making on the voting on any such matter, either before, during, or after the aforementioned meeting.
- c) At any meeting of the Board, the Chair of the meeting shall first ask for declaration of conflict of interest from all members present regarding any item on the agenda before them.
- d) Every declaration of conflict of interest and the general nature thereof, as well as any subsequent action taken or to be taken by a Director shall be recorded in the meeting minutes.
- e) A Director of the Board may not be appointed as staff of the Corporation, or bid on contracted services tendered by the Corporation, while serving as a Director or within one year of serving on the Board.

SECTION XII CONFIDENTIALITY OF INFORMATION

12.1 Confidentiality

All Directors are required to maintain confidentiality of all materials and information under deliberation. Material and disclosure of information will be in pursuant of the Freedom of Information Act.

SECTION XIII DISSOLUTION OF THE CORPORATION

13.1 Dissolution of the Corporation or Disposition of Assets

Upon dissolution of the Corporation, the assets obtained from funding by the Sponsor shall be distributed to the government that provided the funding for the assets, or be disposed of, in such manner as the Ministry of Training, Colleges and Universities may direct. Assets obtained from sources other than the Sponsor shall be distributed to charitable organizations that serve the geographical area served by the Corporation. Regardless of the source of funds, the first obligation is to pay off any liabilities. In the case of dissolution, the relevant sections of the Not-for-Profit Corporations Act, 2010, will be adhered to.

DRAFT DWA STRATEGIC PLAN

2018 – 2021

June 2017 DRAFT

2017 Strategic Plan Overview

Strategic Direction	Goals
Communications & Marketing	<ul style="list-style-type: none">➤ Develop and implement marketing plan for DRLTB➤ Obtain UOIT student marketing plan review➤ Develop & Implement new branding➤ Develop a revenue development plan outlining relevant program and grant opportunities.
Research & Planning	<ul style="list-style-type: none">➤ Demonstrate leadership in community planning to improve labour market outcomes for Durham Region residents➤ Become the premier source for labour market data➤ Create opportunities for value-added labour information on a fee-for-service basis
Services To Community	<ul style="list-style-type: none">➤ Create opportunities to share LMI in ways that meet the needs of target groups➤ Strengthen partnership role among community partner organizations
Internal Capacity Building and Sustainability	<ul style="list-style-type: none">➤ Explore new and alternative revenue sources to fund additional value-added services.➤ Compile a resource pool of subject matter experts to enable timely and effective RFP and grant submissions
Governance	<ul style="list-style-type: none">➤ Review and adapt the board's governance model that is reflective of our stakeholders interests and contributes to long term sustainability➤ Revise Board Governance

CURRENT PLAN STATUS UPDATE

Update on Activities

Strategic Direction

Communications & Marketing

Key Activities

- Marketing Plan that includes Social Media Plan to be implemented after November 2012 AGM
- New name, New logo
- New name to be incorporated on all promotional materials including business cards, letterhead, web site.

Outcomes

- Staff blogging on website, linkedin profile, twitter and facebook
- Attendance and community events, Whitby Chamber Connect membership 2013-2014
- Complete name change approved, April 17, 2012

Update on Activities

Strategic Direction

Research
&
Planning

Key Activities

- Create a Community Consultation Plan
- Host holistic planning
- Identify future employment trends
- Identify the future skills and knowledge requirements
- Analyze and report labour market information/LMI Gap Analysis
- Continue to track the 8 indicators established by MTCU
- Develop customized reports on specific workforce sectors

Outcomes

- October 17, 2012, DRLTB lead partner,
- Holistic Planning has been renamed, Learning Community
- 2016 September, Trillium Grant for youth work application
- 2016 September Metcalf Foundation Fellowship application
- 2016-2017 , 2017-2018 LEPC
- LMP March 2012, October 2013, October 2014, December 2015
- 2013,2014, 2015 Youth survey
- 2013,2014, 2015 Sector specific Skill shed
- 2013 SSHRC Grant partnership
- 2015, 2016 Key note at Nuclear Energy Summit
- 2017 Key note at Agriculture Summit

Update on Activities

Strategic Direction

Services To Community

Key Activities

- Identify target partners
- Evaluate current activities
- Create a collaborative
- Plan of Action

Outcomes

2013-2014 EONDF Grant-\$5959
2015 Local Employment Planning Council Grant awarded
2016 Trillium Seed Grant
2014, 2015, 2016 Durham Business Summit
2013, 2014, 2015, 2016 Ignite
2014, 2015, 2016 Celebrate Agriculture
2016, 2017 Homeless Maze
2016 Board member Onestep

Update on Activities

Strategic Direction

Internal Capacity Building and Sustainability

Key Activities

- Pursue RFP and grant opportunities that match DRLTB goals
- Undertake joint proposals with community partners that advances or scale the work of the DRLTB
- Identify funding data bases
- Create an annual calendar for funding deadlines.
- Develop proposal templates
- Train staff in writing effective grant applications
- Identify independent subject matter experts

Outcomes

- HRDC Career Focus grant application submitted March, 2012 – Received October 2013
- Literacy grant application submitted March, 2012 (Lead partnership with LINDR) – Received – 2013
- May 2015 – proposal templates drafted, projects identified
- September 2016 ad hoc board committee created
- July 2015 - Staff attended Trillium training
- 2016 attended Trillium training
- 2016 Partnered with BACD to offer grant writing workshop

Update on Activities

Strategic Direction

Governance

Key Activities

- Review governance models of other boards
- Identify and recommend changes for board approval in areas such as: size, skills, etc
- Review and revise board protocols to ensure board participation and succession planning (i.e. time, location, in-person vs. conf call, etc)

Outcomes

- Reduced from 22 to 11
- Removed designations

2019-2021
STRATEGIC PLAN
KEY ACTIVITIES

Purpose The purpose of the Strategic Plan is to:

- Establish the priorities of Durham Workforce Authority;
- Align operational activities with the objects, vision and mission of the organization;
- Ensure that the Board, Management, and Staff are working toward common goals.

Process This strategic plan will be developed with input from multiple sources, including:

- A DWA Risk Profile, due October 2017
- A half day Board planning session held on December 2017
- Two Community Consultations
- 5 selected key informant interviews



2018-2021 Overview - DRAFT

Strategic Direction

Goals

Establish financial security and sustainability of Durham Workforce Authority

- Develop revenue generation resources to alternative sources of revenue and fee for service work.
- Develop a revenue development plan outlining relevant program and grant opportunities.

Build and develop collaborative partnerships to support the mandate of the DWA

- Explore and develop opportunities to build and enhance community capacity with labour market information
- Develop and strengthen partnerships to further the DWA's mandate and support for the community.
- Explore opportunities to build and enhance the DWA's connections to organizations

Enhance and develop governance and management capacity

- Support the development of the Board's capacity to oversee and lead the organization.

Activities: Strategic Direction 1 DRAFT

Strategic Direction	Goals	Key Activities
Establish financial security and sustainability of the Durham Workforce Authority	Develop revenue generation resources to alternative sources of revenue and fee for service work	
	Develop a revenue development plan outlining relevant program and grant opportunities.	

Activities: Strategic Direction 3 **DRAFT**

Strategic Direction

Build and develop collaborative partnerships to support the mandate of the DWA

Goals

Explore and develop opportunities to build and enhance community capacity with labour market information

Develop and strengthen partnerships to further the DWA's mandate and support for the community. Resources.

Explore opportunities to build and enhance the DWA's connections to organizations

Key Activities

Activities: Strategic Direction 4 **DRAFT**

Strategic Direction

Enhance and develop
governance and management
capacity

Goals

Support the development of the Board's capacity to oversee and lead the organization.

Key Activities

- Assist in the development of the annual Board work plan.
- Support the Board in the development of a strong and diverse team of Directors that supports the organization's current needs and realities.
- Work with the Board Governance Committee to review and update governance policies and procedures.

Durham Region Local Training Board LEPC Quarterly Profit & Loss Budget vs. Actual April through June 2017

	<u>Apr - Jun 17</u>	<u>Budget</u>	<u>\$ Over Budget</u>
Income			
40000 · REVENUE	62,500.00	68,500.00	-6,000.00
Total Income	<u>62,500.00</u>	<u>68,500.00</u>	<u>-6,000.00</u>
Expense			
50000 · HUMAN RESOURCES	24,085.58	28,218.00	-4,132.42
60000 · DIRECT OPER. EXPENDITURES	6,779.52	7,710.00	-930.48
68000 · Primary			
68010 · Skill Shed	2.30	12,000.00	-11,997.70
68110 · North Durham Survey	102.28		
68120 · Youth Survey	1,821.81	2,000.00	-178.19
68140 · HR Alliance	1,875.00	1,000.00	875.00
68150 · Employer Survey	192.29	2,000.00	-1,807.71
68160 · BR&E	52.34	2,500.00	-2,447.66
68170 · Retail Trade Report	0.00	3,220.00	-3,220.00
68180 · Not in Labourforce Report	0.00	3,220.00	-3,220.00
Total 68000 · Primary	<u>4,046.02</u>	<u>25,940.00</u>	<u>-21,893.98</u>
69000 · Secondary			
69090 · EO Supports	174.03	0.00	174.03
69110 · Community Project - RFP	10.12	0.00	10.12
Total 69000 · Secondary	<u>184.15</u>	<u>0.00</u>	<u>184.15</u>
70000 · GOVERNANCE	1,112.37	700.00	412.37
Total Expense	<u>36,207.64</u>	<u>62,568.00</u>	<u>-26,360.36</u>
Net Income	<u><u>26,292.36</u></u>	<u><u>5,932.00</u></u>	<u><u>20,360.36</u></u>

68010 data program not purchased yet

68150 delayed

38160 delayed

68180 delayed