

Society of Saint Vincent de Paul Greater Toronto Central Council

Development and Implementation of the
Governance Model
2016 to Present

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Society of Saint Vincent de Paul Greater Toronto Central Council
Governance Committee virtual Town Hall
March 31, 2021 – 6:30 pm to 8:00 pm

1. Call to Order: Bro. Gary Valcour, Chair of the Board
2. Opening Prayers: Monsignor Bianco
3. Spiritual Reflection: Monsignor Bianco
4. Governance Committee: PowerPoint Presentation: History of the Current Model
5. Question Period moderated by:

Mrs. Eyitayo Dada, LLB, Director, Amelie House and St. Francis Residence; President, Canadian Association of Nigerian Lawyers

Please note: to ensure every Vincentian is able to participate:

- we will first address questions that have been submitted in writing prior to the meeting; please send your questions to info@ssvptoronto.ca,
- time permitting, further questions will be taken,
- questions will be limited to one per participant, in sequence; kindly limit the length of your question to one minute in duration to allow everyone to participate

6. Closing Prayers: Monsignor Bianco

Organizational Structure, Commitments and Programs National, Regional and Greater Toronto Central Councils

	<u>Instituted</u>	<u>Incorporated</u>	<u>Employees</u>	<u>Assets</u>	<u>Financials</u>	<u>Programs and services</u>
National Council	1971	1982: By-law review 2011	3	Operating Budget: \$937,383 + Head Office located in Ottawa	Unaudited	Committee work, resources, Twinning and emergency aid, support to Regional Councils
Regional Council	1984	1985: By-law review 2021	1	Operating Budget: \$369,094	Unaudited	Committee work, resources, North of 60, Ozanam Fund, coordinates insurance and support for those outside of GTCC
Greater Toronto Central Council	1853 1897	1875: By-law review 2020	72 Full Time 122 Part Time 134 Seasonal	Assets: \$16 million, Operating Budget: \$8 million	Fully audited	11 Particular Councils, 1,400 Vincentians; 10 owned sites, 15 leased sites, serving 270 Residents, 48 permanent (lifelong) residents, 2 camps serving 1800 campers, Funding agreements with City of Toronto, Ministry of Health, Ministry of Community and Social Services, Ministry of Housing, Government of Canada, Catholic Charities; stores, resources, member screening, support and development, insurance for members and programs, committee work, risk management, policies and procedures

The Rule and
Institutional
Documents

By-Laws
and Articles of
Incorporation

**Greater Toronto
Central Council**

Legislation and
Regulations

Funding
Compliance

Before the current Governance Model

Key Dates

[Board of Directors Meeting Minutes: 2016 and 2017– click here](#)

- **1982:** The Board of Directors, comprised at the time of the Particular Council Presidents moved to increasing service through establishing Special Works with a strong focus on residential housing. Prior to this date, the TCC Special Works were the Stores, Marygrove Camp, two recovery homes and Court Services
- **2000 – 2016:** In an effort to address inconsistent attendance at Board meetings, a tendency for Board members to focus on PC matters and disregard the Special Works, or vice versa; several interim models were implemented to modify Board duties to split the focus between Board responsibilities and Particular Council responsibilities. None of the models were sufficiently successful in meshing the responsibilities of the Particular Council Presidents with their role as members of a corporate Board. Our governance committee also advised that a new Ontario Corporations Act was on the horizon, bringing changes to the responsibilities of Directors of non-profit corporations; these changes would impact TCC and require extensive modifications to the constitution of the Board.
- **April 27, 2016: Board of Directors Meeting: Motion:** Prior to the review of the Mission and Vision Statements, and prior to striking a Strategic Planning Task Force; **a task force be established to review the structure of the Board of TCC and recommend structural solutions** – *see summary of problems leading to structural change, next slide*
- **May 25, 2016:** Board of Directors Meeting: Motion to strike a **Task Force** to review governance structure and report to the Board

Problems experienced by TCC, leading to the structural change - summary

Demands on individuals and their personal discomfort

- Major demands on time as a Particular Council President; qualifications to be a PC President may not match with required Board skills; significant legal responsibilities; problems do not go away by being absent from the Board room

Deficient direction and governance of TCC and Special Works

- Corporation without effective and appropriately qualified and experienced Board; lack of vision and strategic planning was evidence of governance failures; committees lacking in effective support and oversight; inappropriate allocation of Board time; lack of familiarity with operations; almost complete reliance on staff in matters related to the Special Works

Perceived lack of support for the broad Vincentian community

- Vincentian community feels disconnected from TCC and the Special Works; lack of support from TCC on local matters, fundraising, membership growth; no forum for the PC's to exchange support, ideas, knowledge and experience; no members of the broader Vincentian community can join the Board, they have to also hold the position of PC President

Inappropriate Board Formation Process

- Formation not directed at qualifying candidates, numerically limited candidate pool, little understanding of position requirements, no competency/skill profile, process at odds with governance practice and legislation

Development of the Model

Key Dates: June 2016 – May 2017

[Board of Directors Meeting Minutes: 2016 and 2017– click here](#)

[Task Force Report – click here](#)

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- **June 2016:** First meeting of the **Task Force struck** by the Board to develop a proposed model: Bros. Rob Greenaway, Maurice Cusack, John DeSchutter, Louise Coutu, Graham Boyce, advisor
 - **September 2016 – April 2017:** Model developed through a series of discussions, proposals, amendments, governance sessions including joint meetings, presentations, representation from the Particular Councils, special meetings of the Task Force and Governance Committee
 - **January 2017: Task Force Report Tabled: “The Organizational Challenge of the TCC: A discussion paper for a new organizational model”** – *key elements next slide*
 - **March 22, 2017:** Board of Directors Meeting: Attended by National Council of Canada Bro. Jean Noel Cormier and was advised of TCC’s intention to develop a governance model to address the needs of the corporation requirements and the membership.
 - **January 2017 – May 2017:** Elections for the position of President of Toronto Central Council, 3 candidates ran for office, campaigning included presentations at PC meetings, web videos, all candidates meetings.

Development of the Model

The Task Force Report – Key elements

Key elements of the Task Force report recommended:

- A change to the constitution of the Board of Directors: Particular Council Presidents by virtue of their office assuming positions as Directors on the Board as “Members by Right” did not comply with the new Corporations Act for not-for-profits, and therefore did not comply with law
- A new selection process needed for Directors to join the Board as a Particular Council President may not have the desire or skills to be a Director on a Board of a sizable non-profit corporation
- Directors, the majority of whom are Vincentians, to be elected based on skills, experience and desire to sit on a Corporate Board
- The Particular Council Presidents to form a committee reporting to the Corporate Board, responsible for working with Conferences and other PC’s to support members in their outreach, but with no legal responsibilities of the Corporation
- Changes to the governance model, and succession to the Canadian Not-for Profit Corporations Act required the TCC’s By-laws to be updated

Development of the Model

Key Dates: June 2017 – November 2017

[Board of Directors Meeting Minutes: 2016 and 2017– click here](#) [Task Force Report – click here](#)

- **June 28, 2017:** Board of Directors Meeting: Bro. Rob Greenaway, elected as President of Toronto Central Council confirmed his election goals:
 - Goal # 1: Establishing a governance model that supports and sustains the work of TCC into the 21st century
 - Goal # 2: Establishing a Toronto Central President's Council whose primary responsibility is to strengthen, collaborate with and support the Particular Council's to rejuvenate struggling conferences; open new conferences where needed, recruit and train new members: mentor and educate all Vincentians
 - Goal # 3: The reactivation of two dormant committees: Spirituality and Vision, Goals and Strategic Planning. The creation of a new Communications and Development Committee to tell our story and ensure continued support of our good work.
- **September 27, 2017:** Board of Directors Meeting: Bro. Danny Bourne appointed chair of the Governance Committee
- **November 25, 2017:** Board of Directors Meeting: Special meeting of the Board to approve the Task Force Report

Development of the Model

Key Dates: January 2018 – September 2018

[Board of Directors Meeting Minutes: 2018 and 2019](#)

[Task Force Report – click here](#)

- **January 24, 2018:** Board of Directors meeting:

Motion: That the Board of Directors of Toronto Central Council formally adopt the recommendations contained in the Task Force Restructuring report (June 2016) as presented to the Board at the special meeting of November 25, 2017

Sr. Linda Dollard, Regional Council President, Member of the National By Law Committee present in person at January 24, 2018 meeting

- **April 25, 2018:** Board of Directors Special Meeting on Governance Model and By-law review
- **May 30, 2018:** Board of Directors meeting: Proposed By-law section by section review and approval by the Board of Directors
- **June 23, 2018:** Board of Directors meeting: **Proposed By-law approval by the Board of Directors for recommendation to the membership at the September 2018 AGM**
- **September 12, 2018:** Town Hall for By-law Review, Website Blog for interactive review of By-law

Implementation of the Model

Key Dates: September 2018 – September 2019

[Board of Directors Meeting Minutes: 2018 and 2019](#)

[Presentation Pictogram– click here](#)

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- **September 2018:** Lawyers refine By-law, recommend Arbitration schedule as a less expensive way to manage corporate litigation
 - **September 29, 2018:** AGM, By-laws approved
 - **September 2018 – Nov. 2018** Board of Directors Meetings: By-laws and plans developed; Explanation of the Vincentian Council (Oct 24, 2018):
 - At the recent AGM, the membership approved a new governance model which entails the establishment of a corporate Board and the creation of a Vincentian Council. The Vincentian Council is meant to bring the Particular Council Presidents together to address the common challenges for councils and conferences; rejuvenation, recruitment and home visitation as the core of our mission. The Vincentian Council will be comprised of the 11 Particular Council Presidents and the Corporate Board will be a 9 member board with persons chosen because of their interest and skill, not their geographic representation.
 - **November 28, 2018:** Board of Directors Meeting: Governance up-to-date, operating committees established, nominating committee struck
 - **January 2019 through March 2019:** Notifications, emails and presentations on the proposed model to 9 out of 11 Particular Councils (Durham, Etobicoke, Humber Valley, Peel, Scarborough East, Scarborough West, Toronto East, Toronto North, York South), to encourage and identify potential members – [pictogram](#)
 - **April 22, 2019:** Board of Directors Meeting: Continuance received for Canada Not For Profit Corporation (CNCA) status, name change to Greater Toronto Central Council to reflect the geographic area covered by the Particular Councils
 - **May 29, 2019:** Board of Directors Meeting: Proposed By- Law approved by the Board for recommendation to the membership at the AGM; review of candidates
 - **June 26, 2019:** Board of Directors Meeting: Continuance received for CNCA, AGM material reviewed
 - **September 11, 2019:** Bro. Danny Bourne appointed interim chair of the GTCC Board

Working with Regional and National Council

March 2017 through September 2019

Governance Model Change:

March 22, 2017: National Council President Bro. Jean Cormier notified of governance model change during attendance at TCC Board meeting

January 24, 2018: Ontario Regional Council President Sr. Linda Dollard attended TCC Board meeting where Task Force Recommendations for restructuring were adopted for implementation

November 7, 2018: Proposed By-law provided to National Council and Ontario Regional Council

September 20, 2019: Concerns raised over sections of the By-law during social at the Regional Council AGM in Brantford

September 25, 2019: Teleconference meeting with Bro. Jean Noel Cormier, Sr. Linda Dollard, Richard Pommerville, Bro. Rob Greenaway, Louise Coutu concerning By-law provisions, primarily the Vincentian Council and the Coordinating Committee. We agreed to enter into discussions with National to respond to the By-law concerns. We confirmed our intent to move forward with approval of the By-laws at the GTCC [changed in April 2019 from TCC] AGM September 28, 2019 as the National Council Policy on By-law review provides that the *By-laws must first be approved by the membership.*

National Council of Canada

By-law Approval Process

National Council of Canada Operations Manual:

on National Website: www.ssvp.ca

[6.5.4 ADMIN/PR-004 Existing Corporate By-law Approval/Review Process Policy \(2004\)](#)

Excerpt:

LOCAL RESPONSIBILITIES: Have an identified By-Law Review Committee established (as per by-laws), that will undertake to review and revise as necessary, the current by-laws of the corporation. Any by-law revisions must first be presented to, and approval given by Conference/Council membership or voting members of the requesting Council before being sent to the next higher Council and National Council for approval.

2018 AGM presentation of TCC By-laws

[Annual General Meeting Minutes: 2018, 2019, 2020](#) [click here](#)

August 2018: AGM Material sent to TCC Membership for September 29, 2018 AGM. Material included proposed By-law and Motion of Intent to move forward with new governance model. Website Blog to discuss model and Town Hall meeting for members held on September 12, 2018

Excerpt from the AGM September 29, 2018:

Board of Directors comprised of Particular Council Presidents: Brothers and Sisters: Rob Greenaway, Danny Bourne, John Sidle, Elisa Wever; Maureen Kerr, Mike McGinnis, Anita Fernandes, Omar Ellis, John Rochford, Rocco DiSerio, Diane Bennet, John DeSchutter

Governance Committee:

Bro. Rob Greenaway introduced Bro. Danny Bourne, chair of the Governance Committee. Material providing a detailed explanation of the proposed governance model which was circulated to the membership in advance of the meeting.

Application for Continuance:

Bro. Danny Bourne requested a motion to approve application by the Society of Saint Vincent de Paul for continuance under the Canada Not-For-Profit Corporations Act. Seconded by Sr. Sandra Parahoo (St. Theresa's Shrine Conference). All in favour; none opposed. The motion carried.

Approval of Proposed By-Laws:

Bro. Danny Bourne requested a motion for the membership to approve the proposed June 2018 draft By-laws for future adoption. Seconded by Sr. Pamela Cobham (Holy Name Conference). All in favour; none opposed. The motion carried.

2019 AGM presentation of GTCC By-laws

[Annual General Meeting Minutes: 2018, 2019, 2020](#) [click here](#)

August 2019: AGM Material sent to GTCC Membership for September 28, 2019 AGM. Material included proposed By-law and motion to approve

Particular Council Presidents, Brothers and Sisters: Maureen Kerr, Michael McGinnis, Margaret Moday, Anita Fernandes, Francis Fernandes, Rob Greenaway, Carol Ann LeMoine, Ed Stuart, Barbara Pollard, Pascal LaRouche, Yvonne Hoogeveen

Excerpt from the AGM September 28, 2019:

Bro. Rob Greenaway introduced Bro. Danny Bourne, chair of the Governance Committee. The amended By-law # 1, previously voted on by the membership at the September 2018 AGM was circulated in advance of the meeting. The amendments include correction of a typo in the section on meeting scheduling; specifying a range of Directors rather than a specific number; appending from the Canada Not-For-Profit Corporations Act the process for discipline and removal of a Director from the Board, and the form to be used for proxies.

Approval of Proposed By-Law # 1: Bro. Danny Bourne requested a motion for the membership to approve the proposed By-Law # 1. Motion put forth by Bro. Michael Baranyai (Our Lady of Sorrows Conference), seconded by Bro. Larry Mullins (St. Teresa's Conference). All in favour; none opposed. The motion carried.

Election the Board of Directors: Bro. Danny introduced the slate of candidates: Joe Brisbois, Valerie Chavossy, Cathy Grant, Chris James, Frank McNulty, Gary Valcour, Michael Wiley, John DeSchutter, John Sidle and himself, Danny Bourne. Sr. Maureen Kerr introduced the following motion: That the proposed slate of candidates, previously approved by the Board of Directors of Greater Toronto Central Council be affirmed as the newly formed Board of Directors of the Greater Toronto Central Council. The motion was put forth by Bro. John Rochford (St. Theresa's Conference), seconded by Bro. Jay Nicholson (St. Basil's Conference). All in favour; none opposed. The motion carried.

2020 AGM Notice to the Members

re: GTCC By-law Approval – slide 1 of 3

[Annual General Meeting Minutes: 2018, 2019, 2020](#) [click here](#)

August 14, 2020: AGM Material sent to GTCC Membership for September 26, 2020 AGM. Material included proposed By-law, motion to approve and FAQ:

Bylaw Revision 2020

Excerpt of the Introduction to the Revised By-Law:

After one year of practising this revised structure, there is a consensus that it has succeeded in its intent to provide the type of focused and specialized leadership required to more effectively carry out our Vincentian mission of charity. Not surprisingly, it has also become apparent during this period that several aspects of the existing By-law need to be fine-tuned or revised in order to better reflect the intended governance structure as well as lessons learned during the past year. Specifically, the main proposed changes are to the name of the Vincentian Council which will be renamed the “Particular Council Presidents Committee” to reflect its composition and focus and to eliminate the Coordinating Committee whose function became redundant.

continued, next slide

2020 AGM Notice to the Members

re: GTCC By-law Approval – slide 2 of 3

[Annual General Meeting Minutes: 2018, 2019, 2020](#) [click here](#)

August 14, 2020: Annual General Meeting Material sent to GTCC Membership for September 26, 2020 AGM included proposed By-law, motion to approve and FAQ's:

Changing the name of the Vincentian Council:

The National Council pointed out that the term “Council” has specific meaning under the Rule, in that it refers to instituted entities. To avoid confusion, it was suggested that we rename the Vincentian Council. The name Particular Council Presidents Committee (PCPC) was chosen. The PCPC maintains the same function of advising the Board on the initiatives that need to be undertaken to support the work of the Particular Councils, Conferences and Vincentians as detailed in the original Task Force Report.

Eliminating the Coordinating Committee:

Under the new governance model, the Executive Director and a designated Board member attend all PCPC meetings. This same Board member also attends Particular Council meetings to ensure consistency of communications to and from the Board. Consequently the need for a separate committee for the purpose of liaising was deemed unnecessary.

Changing the name of the Board Resource Committee to the Governance and Board Resource Committee:

In the course of defining the roles and mandates of the various committees, it became apparent that the members serving on the Board Resource Committee would be engaged in similar work as would be assigned to a Governance Committee, they have since been combined to one committee, the Governance and Board Resource Committee. *continued, next slide*

2020 AGM Notice to the Members

re: GTCC By-law Approval – slide 3 of 3

[Annual General Meeting Minutes: 2018, 2019, 2020](#) [click here](#)

August 14, 2020: AGM Material sent to GTCC Membership for September 26, 2020 AGM. Material included proposed By-law, motion to approve and FAQ – *continued*

Other Changes made:

- It was pointed out that in an unlikely circumstance of mass resignations or unplanned vacancies on the Board, there could be the possibility of the majority of Directors being non-Vincentians. This has been remedied by ensuring 2/3 of the Board must be Vincentians.
- Under legal precedence, the law of the land supersedes any contradictory provisions that might be contained in the By-laws or the Rule. As this is a given fact, the National Council felt this to be redundant for inclusion in the By-law.
- For the sake of clarity and in keeping with past practice, it was deemed appropriate to add the clarification that the Chair of the Board is an ex officio member of every committee.

Approval of Proposed By-Law # 1:

Bro. Gary Valcour requested a motion to approve amendments to By-Law # 1.

Motion put forth by Bro. Danny Bourne (Director on the GTCC Board); seconded by Bro. Greg Horgan (St. Rose of Lima Conference). The vote was cast with 82 in favour, 6 abstentions, the rest in favour; none opposed. The motion carried

What changed in the By-law at the 2020 AGM?

- Precedence: The National Council requested this section to be removed
- Vincentian Council: The National Council requested we not use the term “Council” so the name was changed to the Particular Council Presidents’ Committee
- Electing the Chair of the Vincentian Council: Changed by GTCC to follow the practice of appointing committee chairs
- Eliminating the Coordinating Committee: The National Council requested this committee be eliminated
- Change name of the Board Resource Committee to the Governance and Board Resource Committee: Name change by GTCC

National Council and Toronto Central Council

Summary of By-law discussions: January 2020 to present

[Correspondence with National Council re: By-laws](#) [click here](#)

- January 10, 2020: National Council letter to TCC
- February 4, 2020: TCC responds to National Concerns
- February 19, 2020: National responds to TCC, requests meeting in spring; agreed to April 14, 2020 at 240 Church Street
- March 24, 2020: National Council cancels meeting due to pandemic, postpones further discussions
- May 4, 2020: National requests discussions to resume
- June 4, 2020: Amended By-law sent to National Council for review
- June 29, 2020: National Council responds to TCC
- July 4, 2020: TCC responds to National Council
- August 21, 2020: National sends TCC Agenda for virtual meeting
- September 9, 2020: National sends letter to PCPC's
- September 17: TCC virtual meeting with PCPC's; letter sent [click here](#)
- October 7, 2020: Virtual meeting with National Council
- November 12, 2020: TCC responds to National to the two issues
- November 17, 2020: TCC responds to National re: PCPC letter and other By-law matters raised further to the October 7th meeting
- January 29, 2021: Letter from National lawyer to TCC and PCPC
- March 12, 2021: TCC responds to last 4 By-law issues (next slide)

Remaining By-law issues

- **March 12, 2021:** Greater Toronto Central Council responds to last 4 By-law issues, confirming the following
 - 1) A reference to the Rule
 - 2) Affirmation of the Special Works as part of the responsibilities of the Corporate Board as elected by the membership,
 - 3) Dissolution clause naming a Qualified Donee;
 - 4) Clarification that the provisions of the Act with regard to dispute resolution with corporate members be stipulated.

By-laws: Are we done?

- Adoption of a new governance model takes time to complete. As implementation continues, we recognize that we need to update our By-laws in tandem and hope to soon resolve the remaining outstanding issues.
- At the 2020 AGM, we made three of the changes to the that the National Council requested be considered. At the 2021 AGM, we propose to amend the By-laws to resolve the four remaining By-law issues (*see slide 22*). Take note, these By-law issues will not be the last. As we work through the application of the model, we will continue to modify the By-laws and in consultation with our legal advisors and our membership, will make necessary amendments for greater clarity of purpose.

By-laws: Where are we now?

The governance model is in place, and is doing what it is supposed to be doing

- ✓ The Board of Directors is focusing on the corporate and governance obligations of the Society and supporting the efforts of the Committees, Vincentians and staff teams.
- ✓ The Particular Council President's Committee leads the work of the Members, Conferences and Particular Councils in serving our Neighbours in Need. Their role is vitally important in coordinating Home Visitation best practices and ensuring that this continues to be a core component of our outreach throughout the GTA.
- ✓ **This governance model works really well and empowers the Society to continue serving others effectively into the 21st century**

What a year it has been...

This past year has not been without its challenges. The process of implementing the governance model during a global pandemic—as well as addressing the complicated and legalistic nature of By-laws; supporting our staff teams and our Vincentians in their efforts to serve; encouraging our residents and Neighbours in Need; and managing the day to day responsibilities of our operations—has taken a great deal of energy, time, prayer, and resourcefulness.

We gratefully acknowledge the thousands of hours devoted by our members to ensure we capably, compassionately, and lawfully serve both through our Home Visitation and our Special Works. Through the work of the Society in the GTA, we have been given the unique opportunity to serve people who live in their homes, and people who live in our homes. This responsibility, commitment, and journey continues, thanks to you.

Helpful Links

- [Websites – GTCC, Regional, National](#)
- [TCC minutes – 2016 -2017](#)
- [TCC minutes – 2018 – 2020](#)
- [AGM minutes – 2016 – 2019](#)
- [By-laws: 2020](#)
- [Task Force Report](#)
- [Letter to PC Presidents – September 2020](#)
- [Pictogram – GTCC and Vincentian Council](#)
- [Application for Trademark](#)
- [The Rule and Statutes](#)