

Attendance: S. Aujla, P. Bateman, K. Ferreira, J. Lagoudis, G. Michaud, V. Richards-Thompson, N. Zagazeta Garcia, EO, Scribe (J. Dobson)

Arrived late: B. Gilmour (11:46 am), V. Houvardas (11:01 am), S. Price (10:31 am)

Regrets: E. Bhattacharya, M. Fahmy, and J. Silvester

Absent: W. Jaskiewicz, and P. Malysheuski

Note: S. Aujla left at lunch, and was not present when the board meeting reconvened at 2:45 pm.

Call to Order (PLA President / Chair)

1.0 Call to Order: 9:42 am | 2:45 pm reconvened

1.1 Approval of Strategic Planning Agenda: Moved by V. Richards-Thompson | Seconded by G. Michaud | All in favour.

1.2 Approval of Minutes of the Previous Meeting (March 20, 2019) – Moved by K. Ferreira | Seconded by J. Lagoudis | All in favour.

1.3 Declaration of Conflicts - None declared.

1.4 Circulation of Correspondence

P. Bateman reported receipt of a letter from *Incarceration Consulting* regarding a lunch and learn, which she circulated. The EO reported recent correspondence from RSJ Daley regarding the new professional notice – civil motion application form which was posted and distributed to members. The EO reported the telephone system cutoff date is scheduled for the end of May. Additional interruptions were anticipated due to construction, which is currently delayed, much like the recent water shut off. A letter was also circulated by P. Bateman regarding a save-the-date notice from the Women’s Law Association for their 100th anniversary.

PLA Committees

CORE

2.0 Finance - Scott Price

The EO provided a financial report referring to a draft month end report for March 31, 2019. Line 36 is the upgrade for the Keyscan software (swipe card system), which is on budget. The large number listed beside Professional Fees, includes the recent audit and always refers to the previous year’s audit therefore looking like we are always behind. The amount reflects payment for the 2018 audit. The first quarter grant is in from LibraryCo Inc. The difference between activities and expenditures is at Line 17, and includes the difference paid by the Association to cover costs for the AGM. This also includes the cost for the new, permanent plaque, which is a one-time cost. V. Richards-Thompson asked if we will be keeping the cost for Judges’ Night the same this year. The EO responded we will get an estimate once we pick the room, meal selection, etc. and then calculate the costs.

2.1 Governance - Gerard Michaud

a) Email Motions

G. Michaud said we have already talked about it some time ago, and believes it is a dead issue because of the changes to the legislation.

MOTION # 19 -01

Moved/resolved that:

Whereas on November 11, 2016, a motion was passed setting up a procedure for motions to be considered and voted on by email,

And Whereas this procedure does not comply with the requirements of section 283(3) and (3.1) of the Corporation Act (Ontario) and section 23(5) Not-For-Profit Corporation Act (Ontario),

And Whereas Section 9.14 the provision of By-Law 1B which states

Subject to the Act, the letters patent and the by-laws, a written or email resolution is as valid as if passed at a meeting of the Board, if:

- (a) all Directors approve the motion and the passing of the resolution; and*
- (b) The Director's approval is evidenced by*

- (i.) his or her written signature to a document containing the text of the motion; or*

- (ii.) his or her electronic signature in an e-mail containing the text of the motion, sent from the Director's email address on record with the Association.*

WRITTEN or EMAIL RESOLUTIONS

Moved that:

1. The motion of the Board dated November 11, 2016, setting up a procedure for email motions is hereby rescinded. This procedure shall no longer be used.
2. The Board shall not apply Section 9.14 of By-Law 1B.
3. All past motions brought under this process shall remain approved motions of the Board.

Moved by G. Michaud

Seconded by V. Richards-Thompson

Motion Passed

b) Director Proxies

G. Michaud said the other item was proxies for board meetings. This is also a dead issue due to new legislation. The EO clarified there was no motion on the table, there was only a discussion.

c) Board meetings

MOTION # 19 - 02

Moved/resolved that:

The board meetings be held at 4:00 pm and authorization is given to close the library to all users to afford confidentiality of the board meeting during the board meeting.

Moved by P. Bateman

Seconded by G. Michaud

Motion Passed

d) Motion for crash bar

MOTION # 19 - 03

Moved/resolved that:

The capital expenditure \$1,500 for repair of the crash bar for the entrance is hereby approved.

Moved by V. Houvardas

Seconded by M. N. Zagazeta Garcia

Motion Passed

e) Change to Library use policy sign

The EO explained there is a copy of the revised policy dated April 30, 2019 to reflect changes of the by-law with respect to the student member category included in the package and they need to revise the sign to reflect those changes.

MOTION # 19 - 04

Moved/resolved that:

The attached sign about Library and Lounge usage approved for posting in the Facilities.

Moved by G. Michaud

Seconded by B. Gilmour

Motion Passed

2.3 Membership – Vanessa Richards-Thompson – The current membership count is approximately 443 (versus 427 in 2018).

2.4 Personnel – Joanne Lagoudis

Announcements & Other Business

New Business & updates:

- Installation of new MAG telephone system and effect on tenants – UPDATE

The EO reviewed the need to purchase a new telephone system as a result of the construction project, with May 30th as the cut-off date. The information from a referral from B. Gilmour as prepared by Sciecom Systems Inc. which is a VoIP solution. The existing fax lines is not included in the quote but we can still maintain the lines through Bell. The quote includes new equipment, which we will own at the end of the term. There is a conferencing feature which means we no longer have to use ReadyTalk, which we pay for in US dollars. All current phone lines run through Bell, and includes the library, lounge and satellite office which is not connected to the MAG system. This includes: all the cables installed and connected, keep our existing phone number, charges down two cents a minute for long distance calls, and the 1-800 number remains unaffected. We would also purchase two headsets. B. Gilmour explained it is a custom PVX system. He reported you can make changes, record all calls, conference call from anywhere at no extra charge, add numbers to the system, and own the equipment at the end of the contract. He said he has been using them for years and has never had any issues and it is a voice over IP system. V. Houvardas asked if the system is linked to the Bell internet system. B. Gilmour responded there is a dedicated Bell line for that purpose. V. Houvardas asked if the Internet goes down, does the

phone go down. B. Gilmour replied it is dependent on the Internet system. N. Zagazeta Garcia explained she has a similar system, and uses Rogers. She explained if Rogers is down she pays Braitech a fee, allowing emergency access to our telephone for at least five hours. B. Gilmour explained the contract is a lease on equipment, over five years. The EO explained the costs at \$208. P. Bateman said the question becomes what everyone wants to do. She asked if we should have a special meeting by telephone. G. Michaud asked if we have a choice for a Bell telephone system. The EO explained if we use Bell we have labour costs to install the new lines, on top of the monthly fees and equipment is separate. V. Houvardas said he would like to know the budget from Bell. N. Zagazeta Garcia explained the company she uses has a setup fee of \$3,500, plus \$75.00 a month. B. Gilmour reported before he bought the system, he paid \$700 a month and his costs went down by \$500 a month. He said the advantage they have over Bell, is a huge difference in flexibility, and extra features, such as the conference feature. V. Houvardas said he would like a comparison. The EO reported the costs per year for Bell is currently about \$5,000. N. Zagazeta Garcia said she can get the EO details for Braitech by tomorrow. B. Gilmour explained features like logging in from anywhere offsite, using HTTP protocol, is available if there's an emergency closure. This means you can check phone messages and redirect calls to a different number. It was agreed a Board telephone call would be scheduled and the EO would prepare a comparison of the three companies discussed.

Outside Committees & Organizations

➤ Meeting reports / Notice of upcoming Meetings

P. Bateman said she would like to look at the budget to do a training session. The EO explained it will depend on the length of the session and the topics picked, for example \$10,000.00. P. Bateman asked how much was spent on the staff training and the EO reported the cost was \$4,000.00. The cost of the staff training included time spent with the consultant before and after the session, as well as the actual session. The staff worked on exercises and assessments during the training as a group and the library was closed for the late afternoon. P. Bateman said the board member training would be an introduction for new board members, and a refresher for others. She said for example, they should go over information on harassment, safe work places as one session and the date we are looking at is June 26, 2019. The EO asked for a budget, which could be discussed with the consultant.

There was further discussion of the amount and a request for the type of training which the EO would request from the consultant. V. Houvardas said price is one thing, but questioned why someone is coming in from outside the PLA. He asked why lay out money for outside training, when we have the senior board members to train the new board members. The EO explained it's not that type of training. The training would focus on what is the role of the board, it is in depth training for responsibilities, policies, governance, how to establish a culture. The training is geared to what we need, for example, sensitivity training. P. Bateman said there is a lavender page in the package and asked everyone to fill it out, and to explain what your goal is as a board member. She said the point is to tailor the training to our goals as a board. The EO explained in the front of the package, there is the anti-harassment statement which came from an outside source. The EO said the board and the staff spent two different sessions of training, and this policy came from that training. The training we are discussing is what you as a board feel we need to do as a group. P. Bateman said this statement is ten years old and she does not want to waste anyone's money, but could we approve for the EO to inquire on what type of training we could get with \$5,000.

V. Houvardas said he would like to see her resume. He said we were elected as a board and he thinks there is a risk. He asked what is the limit or scope of the training and he thought that it was our job to determine the direction. The EO explained this is about risk management and are we doing everything we can to do our jobs effectively. P. Bateman said from an accountability point of view, it looks like we are trying to do something, like a sensitivity training or anti-harassment training. She said what you don't know, you don't know. V. Houvardas said his only caveat is we are the board. P. Bateman responded it is information, no one is going to come in and re-engineer the board. P. Bateman said to put in to allow \$5,000 from the budget, and use the ideas we put together from the sheets and get us a proposal. She said she thinks it's a useful activity and the earlier it's done the better. This will also help decentralize meetings like this and give committees more power. V. Houvardas said he likes the idea of a proposal. He said if I can see the benefit to the board I'm okay with it. The EO said if we are looking at doing new things, new schedule, new venues, ways to encourage membership, etc., and it is another thing that allows us to think outside the box. Here are some opportunities to improve if we want to move forward to make changes, this is the kind of thing to go through and it is about team building as much as everything else. G. Michaud said there is no need to make a motion for the EO to make inquiries.

Call to Adjourn

Meeting adjourned at: 3:09 pm