**BOARD OF DIRECTORS MEETING MINUTES**

**EMERGENCY MEETING – COMPENSATION AND GOVERNANCE**

**Monday Jan 15th 2024 – 4:00PM**

**ZOOM MEETING**

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| **Time** | **Item** | **Owner** |
| 4pm | 1. **Call to Order 4:05pm** | Morgan Eadie |
| 4:05pm | 1. **ED salary 2024**   **\*\*\*skipped to address below first – minutes included below\*\*\*** | Morgan Eadie |
| 4:20pm | 1. **Governance Discussion:**   Ratify as needed:   * Executive committee * Performance review and compensation committee   + Next meeting date   + Job description review * All specialty committees proposed at visioning.   Chair Morgan Eadie requests the list of Board committees discussed at the Board Visioning in November.  The ED provides they are:  ○ Marketing/events/ promotion  ○ Public realm & Beautification  ○ Member support & Governance  ○ Special projects  Councillor King:   * Recommends that before discussing those committees we should first be striking a committee of Governance and Operations as per the 2021-255 bylaw. That this committee should clarify governance as per the changes incurred in 2021, and that they would amongst other things design the terms of reference of the above-mentioned Board committees. * States that this committee and all committees must report back to the Board. * States we need clarity around the concerns that were raised by the ED.   Drew Dodson:   * Agrees and adds that another committee be struck to specifically deal with the compensation and performance review of the ED.   Councillor King:   * Agrees and adds that what is required is transparency and documentation that the rest of the Board must ratify. Speaks of being mindful of the Auditor General Report specific to Manotick BIA and ensuring that we comply with all required bylaws and policies.   **MOTION:**  To create a Governance and Operations Committee to comply with latest City of Ottawa Guidelines, and have it report back with guidelines and terms of reference within 30 days.  **Mover: Drew Dodson**  **Seconded: Rob Ireland**  **CARRIED UNANIMOUSLY**  Drew Dobson:   * then recommends we should set up an ED Performance and Compensation Committee to create transparency and clarity.   Catherine Strevens-Bourque:   * Suggests the Board should find other resources (HR and other) that could help the committee in formalizing these policies.   Councillor King:   * Reminds the Board that Sec 28 of the 2021-255 Bylaw is clear that the renumeration of the ED must be passed by resolution of the Board and that Sec. 29 states that Performance Appraisals of the ED must be carried out annually.   Drew Dobson:   * adds that all committees of the Board are strictly advisory and must report back to the Board.   **MOTION:**  That the Board create an ED Performance and Compensation Committee and that this committee return with terms of reference within 30 days  **Mover: Drew Dodson**  **Seconded: Rob Ireland**  **CARRIED UNANIMOUSLY**  Kelly Weiss:   * Asks when we would be discussing the salary of the ED and the concerns brought forward recently.   Morgan Eadie:   * Opens the discussion on the ED Salary * States that she feels the previous Chair had set a precedent that salaries were performance based and that she made the decision on ED salary after consulting members of the Board and other resources. * States it was her understanding that the compensation line only reflected the maximum the ED salary would be, and that it would be granted upon performance.   Councillor King:   * States that he believed there has been a discrepancy between the Cost of Living Allowance (COLA) and Performance based salary increases. * Adds he feels the Board had discussed COLA increases in 2022 and approved the previous budget for 2023 with this in mind. * Adds that competitive salaries are important to retaining talent. * Sates that he was under the impression that the approved salary for 2023 had been paid and had not heard until recently the gap between what he thought the compensation was and what had occurred. * Adds that he acted immediately upon learning this to convene the Board.   Catherine Strevens-Bourque:   * Adds that she is comfortable supporting a decision of the Board that would grant the ED the compensation she felt she had granted last year.   Nathalie Carrier, ED:   * States that she had never received a performance appraisal in almost 7 years of employment and that last December (2022) was the first time this was mentioned to her by the Chair in the context of receiving the approved salary. * She adds that salaries of ED and all staff are clearly identified within tabs of budgets for at least the last 3 years and references the emails she sent to the Board that day with those budgets. * She adds there has never been an instance until last December where the Chair had deviated from the Board approved salary within the Budget and had always considered the Budget vote the official ratification of the salary. * Adds that she feels the Board’s feedback at visioning this year and last was incongruous with the actions of the Chair which is why she wrote the Chair to reconsider and to convene the Board in Dec. of 2023. This request was refused. * The Chair told to enter a lower salary than the one suggested by ED and Treasurer into the 2024 budget which was subsequently approved by the Board. * States that she is concerned that this decision could have an adverse effect on the organization and its sustainability, asks the Board to refer to the emails she has sent them in recent days.   Rob Ireland:   * State that he feels the Board should rectify the mistake and that the Board should approved at least the 2.5% increase to the ED’s salary for 2024 that was afforded to all staff for this year, and refer the rest to a committee.   **MOTION:**  That the Board approve a salary for the ED of $90,625 + 2.5% COLA increase for 2024  **Mover: Rob Ireland**  **Seconded: Drew Dobson**  **CARRIED UNANIMOUSLY**  Mat Mault:   * Asks if we would be voting on who the members of the committees would be.   **MOTION:**  That the members of the governance committee be: Morgan Eadie, Rob Ireland, Drew Dobson, Peter Kucherepa and Nathalie Carrier  **Mover: Mat Mault**  **Seconded: Drew Dobson**  **CARRIED UNANIMOUSLY**  **MOTION:**  That the members of the compensation committee be: Morgan Eadie, Catherine Strevens-Bourque and Mat Mault. And include consultation with Nathalie Carrier  **Mover: Mat Mault**  **Seconded: Catherine Strevens-Bourque**  **CARRIED UNANIMOUSLY**  Mat Mault:   * Adds that the Board should now approve the necessary changes within the budget.   Drew Dobson:  Suggest that he and ED will make recommendation on where to pull the funds within the budget and will send out a new budget tomorrow for e-vote approval before the AGM.  Board agrees. | Morgan Eadie |
| 4:40pm | 1. **Plan Forward**   Chair reiterates that in the next 30 days 2 committees will report back. | Morgan Eadie |
| 4:45pm | 1. **Adjournment at 5:21pm**   **Mover: Drew Dobson**  **Seconded: Mat Mault**  **CARRIED UNANIMOUSLY** | Morgan Eadie |