



2020-21 Kerry's Place Autism Services
Annual General Meeting

August 25, 2021 at 7:00pm via Zoom

MINUTES

Welcome and Call to Order

Mary Lowe, Board Chair of Kerry's Place Autism Services (Kerry's Place), welcomed and thanked members of the Board, staff, members and non-members for attending, and officially called the 2021 Kerry's Place Annual General Meeting to order.

Land Acknowledgement:

We acknowledge that we are all on aboriginal land that has been inhabited by Indigenous peoples from the beginning.

As settlers, we are grateful for the opportunity to meet here and we thank all the generations of people who have taken care of this land - for thousands of years. Long before today, there have been aboriginal peoples who have been the stewards of this place and as we are meeting virtually on different land, we acknowledge them all.

We recognize and deeply appreciate their historic connection to this place. We also recognize the contributions of Métis, Inuit, and other Indigenous peoples have made, both in shaping and strengthening our communities, and our province and country as a whole.

As settlers, this recognition of the contributions and historic importance of Indigenous peoples must also be clearly and overtly connected to our collective commitment to make the promise and the challenge of Truth and Reconciliation real in our communities. Thank you.

Due to the virtual nature of this meeting the voting process was explained. Members in good standing have voting privilege and were asked to remain silent if in favour or say "opposed" to the motion being presented.

In compliance with the By-Laws, Sue VanDeVelde-Coke, Kerry's Place President and CEO, confirmed that sufficient notice of this meeting was given to the membership. Notice of this Annual General Meeting was provided to the membership the week of July 11, 2021, and was also advertised on the Kerry's Place website.

As sufficient notice of the Annual General Meeting complied with the Kerry's Place By-Law, Mary Lowe declared the 2021 Annual General meeting to be duly constituted.

Board Chair Update
Mary Lowe

Mary Lowe expressed her delight to serve as Chair of the Board of Kerry's Place. As the Chair, Mary recognized the honour to lead the overall board governance and like all of our volunteer directors, work in good faith and appreciates the responsibility of the position.

A tribute to Mark Walsh

On behalf of the Board of Directors and Kerry's Place organization, Mary expressed sincere sympathy and acknowledged Mark's contribution to Kerry's Place. Mark was steadfast in his commitment to Kerry's Place in all his roles on the board. Mary added, "I had an excellent example to follow in Mark Walsh, our immediate past chair."

AGM 2020 Resolution

During the 2020 AGM, a member brought forward a request to ask the board to consider the policies under which supported persons are transferred within a house and to examine terminations of staff in the supported living program.

Mary provided the following report to the members to outline the review process, findings, recommendations and next steps taken.

Following the AGM, a working group of Board members was struck. Members included Mary Lowe, Jane Bullbrook, Tom Whelan and Ali Ladha. The working group reviewed the decision-making, documentation and communication processes regarding the transitioning and transfer of individuals into supported living homes.

Review of Transition Process

In consultation with the Ministry of Children, Community and Social Services (MCCSS), the working group reviewed the transition process management follows when an individual is transferred between Kerry's Place residences and when they initially come to be supported in a Kerry's Place home. In addition, the review included an examination of the communications and planning that takes place with families of the existing individuals in the home.

Mary confirmed the management team has strengthened the transition process Kerry's Place follows, along with improved communications methods undertaken before and following the transition.

The review found no existing tool from MCCSS or from another community living agency was available. Mary confirmed the clinical team has undertaken to work with a third-party research group on an evidence-based tool to help guide and improve the transition process to support the compatibility of new persons being admitted or transferred. When ready, results of this research will be implemented internally as well will be shared with other congregate living organizations facing similar transition challenges.



Review of Supported Living Terminations

A third-party legal advisor was hired to review all terminations over a two-year period (from 2019-2020). Terminations represented under 1% of the staff complement - about .08% of all staff. The findings of the external and independent counsel concluded that Kerry's Place followed the correct policies and procedures for all terminations and that Kerry's Place was in adherence with the requirements under the collective agreements where applicable.

Review of the MCCSS Zero Tolerance for Abuse

The working group reviewed the MCCSS zero tolerance policy for abuse. Mary confirmed the Board of Directors approve the continued use of the MCCSS policy approach. The Kerry's Place Abuse Policy underwent a review and updated to include specific language from MCCSS compliance guidelines.

Creation of a Family Charter

The working group recommended the Family Advisory Committee (FAC) create a Family Charter. The Family Charter will service as a document to guide the roles and responsibilities of the staff and their interactions with the family members. On behalf of the Board of Directors, Mary expressed her appreciation to the FAC members for their volunteer work and look forward to seeing the Charter. An update on the progress of the Family Charter by the Family Advisory Committee will be provided within the CEO Update.

In closing, Mary confirmed the Board of Directors have reported back to the families involved in bringing forward this request.

Acknowledgement to Kerry's Place Employees and Family Members

On behalf of the Board of Directors, Mary expressed her gratitude to the employees and management team for facing the continued challenges brought on by the pandemic to keep the people Kerry's Place support, safe, healthy and working hard to enhance their lives.

Mary acknowledged the patience and sacrifice family members have made to help Kerry's Place ensure their loved ones are safe and healthy in our supported living residences.

CEO Update **Sue VanDeVelde-Coke**

Our Pandemic Response

The employees at Kerry's Place have been exceptional in response to the pandemic. Supported living employees have created safe and entertaining environments while consistently abiding by ministry and public health guidelines. Community supports and services employees pivoted from providing in-person support to a total virtual environment with children and families, resulting in our ability to deliver more services than before. Sue acknowledged the community staff deployed to work in our supported living residences to mitigate the staffing crisis during the early pandemic months.



Housing Strategy

Kerry's Place and Kerry's Place Residential Services is working together to develop a Housing Strategy to address the future housing needs of persons supported as they age and develop housing models to meet the future need as the demand for housing people with autism continues to grow.

Ontario Autism Program (OAP)

Kerry's Place is participating in various streams of the new OAP model: Caregiver Mediated Early Years (serving ages 2 to 4 years), Entry to School (serving ages 4 to 6 years), Urgent Response (serving children in critical need of supports), and Foundational Family Supports (serving children and families). Kerry's Place is a proud partner with the York/Simcoe Autism Services (including fourteen partners) and the Toronto Autism Services Network (including seven partners).

Path to Accreditation

Part of our continuous quality improvement journey is for Kerry's Place to meet national accreditation standards set by Accreditation Canada. Accreditation is an independent, third party evaluation against recognized national standards that help organizations measure and improve on an ongoing basis. The rigorous process will help ensure that we have the knowledge, resources and mechanisms to improve the quality of support to our individuals. This includes creating new tools to monitor operations, such as a risk registry, ethics framework, an enhanced quality improvement plan, and developing work plans to meet and exceed the required accreditation standards. This process will also include a Human Resources recruitment strategy, new Health & Wellness Program and a Diversity Equity and Inclusion plan.

Advisory Committee Updates

In 2019, Kerry's Place launched two stakeholder groups, the Adult Autism Committee (AAC) made up of autistic adults and the Family Advisory Committee (FAC) made up of family members of supported living services. The mandate of both groups is to advise management on ways to improve support and services provided by Kerry's Place.

Family Advisory Committee Presentation

Sue introduced the Family Advisory Committee (FAC) Co-Chairs, Dianne Gaggi and Steve Simkus to present an update on the committee mandate, top priorities, membership and accomplishments. FAC priorities include advising on methods to improve internal communication strategies, enhance activities focused on overall health and wellness, and create an online resource platform for families to build connections and improve family engagement. Accomplishments have included advising on the improved ISP/PDP documents, contributing to the Welcome Home e-newsletter and launching the Family Satisfaction Survey. Recruitment will begin for new FAC members as membership terms are ending.

Of significant accomplishment is the completion of a draft Family Charter of Commitments, in response to the Board of Directors request following the 2020 AGM. Over the course of 10 weeks, a sub-

committee made up of FAC members (Dianne Gaggi, Steve Simkus, Lise Lareau, Monty Hyde, and Steve Riley) and executive management team staff (Stafford Murphy and Robert Carnevale) met aided by an external facilitator. The Family Charter outlines what families can expect and what can be expected of them aligned to Kerry's Place values: Respect, Choice, Integrity, Teamwork, and Continuous Learning. As well, the sub-committee developed a set of recommendations to management to be presented to FAC followed by the executive management team for review and approval.

On behalf of the Board of Directors, Mary expressed appreciation to the members of the FAC for their input and attention to the overall committee mandate and in particular to the development of the Family Charter.

In closing, Sue thanked the Board of Directors and Mary Lowe our Board Chair for their significant support and time dedicated to Kerry's Place.

Introduction of Board of Directors

Mary Lowe introduced the members of the Kerry's Place Board of Directors in attendance at the Annual General Meeting. Mary expressed her gratitude for their insight, passion and diverse set of knowledge and their commitment to Kerry's Place.

Ali Ladha, Treasurer, Chair Audit and Finance Committee
Jan Stewart, Chair Nominations and Governance Committee
Tom Whelan, Chair Quality Outcomes Committee
Carobeth Zorzos
Garry Chan
James Stellick
Jane Bullbrook
Karen Sullivan
Phil Dowd
Robert Hart, Chair Emeritus

2019-20 AGM MINUTE APPROVAL

The first order of business was to approve the minutes of the 2018-2019 Kerry's Place Annual General Meeting. The minutes of the AGM were included in the notice of the AGM to all members. There were no amendments to the minutes.

Motion: To approve the minutes of the Kerry's Place Autism Services Annual General Meeting dated August 25, 2020.

Moved by: Mary Lowe
Seconded by: Tom Whelan
Carried

Financial Statements and Auditors' Report



Mary Lowe introduced Kerry's Place Chief Financial Officer, Deborah Compton who will present the Financial Statements of Kerry's Place Autism Services for the year ended March 31, 2021.

The financial statements were audited by the accounting firm of KPMG who issued an unqualified opinion for our Financial Statements ending March 31, 2021. It is stated in the Auditors report that the financial statements present fairly the financial results of Kerry's Place and have been prepared in accordance with Canadian accounting standards for not-for-profit organizations. There were no significant changes in accounting principles or policies.

Our 2021 financial results reflect the strong support that Kerry's Place receives from the Ministry of Children, Community and Social Services.

In 2020-2021, total revenues increased by 5.3% for a total of just over \$74.9 million dollars.

Ministry funding shown under Provincial Grants and Covid-19 funding grants increased over last year while Fee-for-service revenue decreased due to Covid-19 restrictions on Community Programs.

Expenses increased 4.1% in 2020-2021 to just over \$73.9 million dollars. Our largest expense is for salaries and benefits for the over 1100 full-time and part-time employees at Kerry's Place. This makes up 71% of the total cost. We also continue to invest in our technology and our infrastructure to maintain the large number of properties we lease or own.

We closed out the 2021 year with a surplus of just over \$931,000.

Deborah thanked the finance team for their resilience this year and their ongoing efforts to maintain our finances and contribution towards the success of Kerry's Place.

Motion: To receive the Audited Financial Statements of Kerry's Place Autism Services for the year ended March 31, 2021.

Moved by: Ali Ladha

Seconded by: Garry Chan

Carried

Appointment of Auditor for 2021-2022

Mary Lowe asked for a motion to appoint the accounting firm of KPMG LLP as Kerry's Place Auditors for 2021-2022.

MOTION: To appoint the firm of KPMG LLP as the official auditors for the year ending March 31, 2022.

Moved by: Ali Ladha

Seconded by: James Stellick

Carried

Election to the Board of Directors



Mary Lowe introduced the Chair of our Nominations and Governance Committee, Jan Stewart, to propose the election of directors.

Effective this AGM, Mary Lowe has reached the end of her term on the Board. Mary Lowe has agreed to extend her position as Board Chair for one additional year. As per Board Policy B 01 Board Nomination, Composition and Development, the Board Chair may stand for re-election up to two additional terms.

Jan called the motion to extend Mary's term as Director by one additional year in order to hold the Chair position.

Motion: To re-elect Mary Lowe to a one-year term on the Kerry's Place Board of Directors.

Moved by: Jan Stewart

Seconded by: Karen Sullivan

Carried

This AGM marks the end of Tom Whelan and Ali Ladha's term on the Board of Directors. Their departure creates two vacancies on the Board of Directors.

Jan put forth and recommend Brian Ritchie and Vicky McGrath's nomination to the Kerry's Place Board of Directors. The Nominations and Governance Committee of the board was careful to recommend two candidates that met gaps in our board skills matrix and considered the diversity and culture representation on the board.

Brian Ritchie

Brian is the Founder and CEO of an Indigenous technology company Kama.AI, the developer of a patented Designed Emotional Intelligence™ AI platform supporting automated one-to-one consumer conversational interaction. Kama's mission is to create the most emotionally and experientially aware conversational agents and deploy them in the service of humanity thereby improving the quality and extending the duration of the human experience.

Prior to his own company, Brian held VP and Director business development positions with Ericsson, Oracle and ZTE and focused on delivering telecommunication solutions to Canada's tier 1 and 2 communications and internet service operators.

Brian is also a member of the Chapleau Cree First Nation and he is active in his community on several projects. He possesses a Bachelor in Mechanical Engineering and an MBA but his real education came from hunting, trapping and guiding with his Cree father in the family hunting and fishing business. Brian is also on the Advisory Council for the Ted Rogers School of Management MBA Program at Ryerson and is on the board of several First Nation economic development corporations.

Motion: To elect Brian Ritchie to the Kerry's Place Autism Services Board of Directors.

Moved by: Jan Stewart

Seconded by: Jane Bullbrook

Carried



Vicky McGrath

Vicky is the owner of Here to Help Home Care Services, serving elderly clients and their families across York Region, since 2016. Vicky has an undergraduate degree from Trent University and a master's degree from Cambridge University. Vicky spent twenty years in the government sector, locally and provincially, in sustainable community-building, including working with the Provincial Planning Act, the Municipal Act and the Places to Grow Act, among others, before making the jump to business ownership.

Vicky is also a professional speaker on Adult ASD, empowerment mindset and how to be an ASD-friendly business and was recently featured at the Autism Canada Au-Some Conference 2020, speaking to her three-point plan for successful attraction, retention and succession planning for ASD employees.

Vicky has volunteered on the Board of Directors and as Chair of the Advocacy Committee for the Aurora Chamber of Commerce, on the membership committee for the Stouffville Chamber of Commerce, at Markham Stouffville Hospital and Southlake Hospital, locally for the Magna Hoedown and CP LPGA Canadian Open 2019, and currently volunteers on the Advisory Committee for Kerry's Place Autism Services and as an Ambassador for Autism Canada.

Vicky is also a runner and triathlete, having completed several marathons, half marathons and triathlons including three full Ironman triathlons. It was during a long training ride in 2006, before her (not to be) third Ironman that Vicky crashed her bicycle, broke some ribs, punctured her lung and sustained a concussion and launched her path of self-discovery, resulting in her ASD diagnosis in 2019, at 50 years old.

Motion: To elect Vicky McGrath to the Kerry's Place Autism Services Board of Directors.

Moved by: Jan Stewart

Seconded by: Jane Bullbrook

Carried

At this time, Jan Stewart called upon Phil Dowd. Jan Stewart has completed her first term as Director on the Board of Directors and now stands for re-election.

Motion: To re-elect Jan Stewart to her second three-year term on the Kerry's Place Board of Directors.

Moved by: Phil Dowd

Seconded by: Tom Whelan

Carried

Recognition of Departing Board Members

At this time, Mary Lowe recognized two departing Board members, Ali Ladha and Tom Whelan.

Ali Ladha

Ali Ladha recently announced his resignation from the Kerry's Place Board of Directors. During his most recent time on the Board, Ali served as Board Treasurer and Chair of the Audit & Finance Committee. Ali brought a strong understanding of fiscal management, carefully shepherding our fiduciary responsibilities as governors. Ali's support of the Kerry's Place Finance Team was unwavering and is greatly appreciated. With a personal connection to people with ASD, Ali brought a thoughtful and considerate approach to our discussions.

Thank you Ali, for your significant contribution to Kerry's Place and the Board. We wish you success in future endeavours.

Tom Whelan

Tom Whelan has completed his 9-year term as a Director with the Kerry's Place Board of Directors. While on the Board of Directors, Tom added an important strategic lens to all board discussions coupled with your deep knowledge and experience as a parent of a child with ASD and one who resided with Kerry's Place for several years. Tom most recently served as Chair of the Quality Outcomes Committee which oversees the monitoring of quality outcomes, and adherence to quality assurance measures for our supported persons. For several years, Tom also served on two Board Committees.

Mary extended a personal thank you to Tom as he and Mary joined the board together 9 years ago. Thank you Tom, for your energy, comradery and strategic mindset and your significant contribution to Kerry's Place and the Board.

Approval of Past Actions of the Board

The next order of business is to approve the actions of the Board over the course of the past year.

Mary Lowe read the following motion.

MOTION: All resolutions, contracts, acts and proceedings of the Board of Directors, passed, made or taken since the last annual meeting of members as set out or referred to in the minutes of meetings in the Minute Book or in the financial statements are hereby approved, ratified and confirmed.

Moved by: Mary Lowe

Seconded by: Ali Ladha

Carried

Other Business

At this time, Mary Lowe put forward a proposal that we move a proposal forward.

On July 30, 2021, the Board of Directors received a letter from a member in good standing proposing an amendment to By-law 1B, Article 3.3 of our corporate By-laws that addresses the nomination process to the Board of Directors.

Current language in By-Law 1B, Article 3.3:

Nominations – All nominations must be processed through the Nominations and Governance Committee which is charged with interviewing prospective Board Members. Any Member of the Corporation may submit the name of an individual to the Nominations and Governance Committee. Such submission shall be in writing addressed to the Nominations and Governance Committee at head office no later than 60 days prior to the date of the annual general meeting. The Nominations and Governance Committee shall submit nominations to the annual general meeting in accordance with the then current Policy relating to nominations. No nominations for the Board shall be accepted from the floor at the annual general meeting.

Proposed language as submitted:

Any member of the Corporation may submit the name of a proposed Board member to the Nominations and Governance Committee by a deadline set and published by the Committee on an annual basis. The Committee shall interview prospective members and submit all nominations to the annual general meeting, along with brief information about the nominees and recommendations if the Committee chooses to do so.

In response to this request, Mary Lowe, Jan Stewart, Chair of the Nominations and Governance Committee and Sue Coke, CEO met with external legal counsel, Katherine Carre from the law firm Borden Ladner and Gervais (BLG). The conversation with BLG was to provide due diligence to make sure the request was aligned with acceptable good governance practices while keeping a balanced skills matrix of skills in directors.

Katherine advised that the Government of Ontario announced that a new Not-for-Profit Corporations Act would be coming into force on October 19, 2021.

The legal advice was to hold off on any amendments to our by-laws until that time and do a fulsome review of the by-law in order to comply with the new Act. This approach would make efficient use of time and any legal costs for any amendments for the organization.

At the Q1 Board of Directors meeting, held prior to this AGM, the Board of Directors approved to move forward with the proposal that the amendment to the by-law be reviewed alongside, in parallel with the pending By-law changes required to be compliant with the new legislation and good governance practices.

Mary confirmed the Board would come back to the members with proposed amendments.

Mary proposed the following motion:

MOTION: The Board of Directors review the proposed amendment to Kerry's Place By-law 1B along with adherence to the new legislation that is coming into force and good governance practices. This review will be undertaken by the Nominations and Governance Committee in consultation with external legal counsel.

Moved by: Mary Lowe

Seconded by: Jan Stewart

Carried

Mary thanked Lise the member for putting the proposal forward.

At this time, Mary Lowe opened the floor to anyone in attendance to discuss other business.

Lise Lareau introduced herself and put forward the following motion:

WHEREAS there have been more than 40 documented resident-on-resident incidents this year at Malamute alone, and since these incidents are considered to be behaviours, and in recognition of the fact that many Long Term Care and other congregate care residences have CAMERAS installed in common areas, BE IT RESOLVED that the KPAS Board of Directors investigate the merits of installing cameras in common areas in KPAS residences, as a way to assist and assess whether the conduct on the part of anyone is abusive to other residents.

Moved by: Lise Lareau

Mary responded to second the motion with the following amendment: **that the Board review this request in consultation with the management team and legal counsel to ensure we are adhering to ministry guidelines, privacy policies, collective agreements, etc.**

By consent of the mover, the motion amendment was accepted.

Seconded by: Mary Lowe

Lise explained this motion is for the protection of all including staff and comfort to families. Lise expressed her thanks and appreciation to Mary for seconding the motion.

No further discussion took place on the motion.

Carried

With respect to the motion regarding the installation of cameras in common areas, Howard Weinroth asked to know about the review process and results of using cameras noting negative behaviours over a period of time. Mary appreciated the question and responded to confirm the Board of Directors require time to review the motion and work with management and external counsel to discuss legal considerations. Howard thanked Mary for her response.

No additional comments from the floor.

Meeting Adjourned

In closing, Mary recognized the contributions of the outstanding staff, from the leadership team through to all direct support workers. The dedication and caring approach is amazing and greatly appreciated. Thank you.



With no other business arising, Mary Lowe thanked everyone for attending this evening and declared the 2020-2021 Kerry's Place Annual General Meeting officially closed.

Motion: to adjourn the 2020-2021 Annual General Meeting for Kerry's Place Autism Services.

Moved by: Mary Lowe

Seconded by: Carobeth Zorzos

Carried