**Memo to LCCJ Board**

**Record of Governance Committee Meeting**

Date: October 20, 2021

Present: S. Graham, Chair; A. Toor, R. Dickson, M. Bird, J. McHard, ED

The meeting addressed 3 issues:

1. Revisions / updates to LCCJ Bylaws
2. Review of updated legislation for Ontario Not for Profit Corporations Act (ONCA) for its application to LCCJ
3. Redrafting of the TOR of the Nominations Committee

LCCJ Bylaws

Initial thinking is that the current Bylaws need review to address outstanding or ill-defined policy issues for LCCJ. Conflict of interest is the most obvious and pressing issue at the moment.

In keeping with item 2. however it is not clear if new ONCA legislation will require a complete (or substantial) revision of existing bylaws. Web resources are available that provide model bylaws under the new legislation such as <https://nonprofitlaw.cleo.on.ca/wp-content/uploads/2014/06/For-review-ONCA_SampleBylaw_26Nov2018-1.pdf> .

It was agreed that the conflict of interest issue should be addressed broadly for LCCJ as it applies to the operation of the Corporation beyond the narrow focus of Director’s conflicts in decision making. Other resources such as the wording of the MCCSS contract should be investigated. Other options for dealing with the issue exist such as Policy and Procedure documents.

In addition further research is required to determine if new legislation will require a complete redrafting of bylaws or, if not, how approval of existing bylaws by ONCA will proceed. Web resources such as <https://nonprofitlaw.cleo.on.ca/future-law/update-governing-documents/bylaw-basics/> can help with this.

Ross Dickson agreed to head up this initiative with the assistance of Marilyn Bird.

Review of ONCA for its Application to LCCJ

ONCA has been in force since October 19, 2021. It pertains to LCCJ and we have 3 years to comply with its requirements. We are now termed a Public Benefit Corporation receiving more than $10,000 in donations or public assistance. With an annual budget between $100,000 and $500,000 we appear eligible to replace our annual financial audit with a less costly “review engagement”. Our contract with MCCSS, however, stipulates an annual audit so the way forward on this issue will have to be determined by the Finance Committee.

As discussed ONCA impacts on our existing bylaws are not clear and should be investigated further by the Governance Committee.

Nomination Committee TOR Redrafting

It was agreed a redraft is necessary. Recent Nomination Committee members Steve Graham and Aisha Toor have a good understanding of the issues and are prepared to take this on once the full extent of Bylaw and /or Policy and Procedure (Item 1) changes are known.